

April 3, 2019

<p><b>The Manager</b>  <b>Listing Department,</b>  <b>BSE Limited,</b>  <b>Phiroze Jeejeebhoy Towers,</b>  <b>Dalal Street, Mumbai-400001</b></p>	<p><b>The Manager</b>  <b>Listing Department,</b>  <b>National Stock Exchange of India,</b>  <b>"Exchange Plaza", Bandra Kurla Complex,</b>  <b>Bandra (East), Mumbai-400051</b></p>
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**Sub.: Submission of Postal Ballot Voting Results**

Dear Sirs,

This is in continuation to our letter dated March 1, 2019, whereby we had submitted Postal Ballot Notice dated February 8, 2019 of New Delhi Television Limited ("the Company") for seeking the consent of the members on the following special businesses:

- a) reappointment of Ms. Indrani Roy (DIN: 01033399) as Independent Director; and
- b) variation in the terms of appointment of Mrs. Radhika Roy (DIN: 00025625), Executive Co-Chairperson.

Mr. Hemant Kumar Singh and Mr. Prashant Kumar Balodia, Practicing Company Secretaries who 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. April 3, 2019.

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](http://www.ndtv.com) and it is hereby confirmed that both special resolutions as mentioned in the Postal Ballot Notice dated February 8, 2019 have been passed by the members of the Company through postal ballot (including e-voting) with the requisite majority. Copy of Scrutinizer(s) Report is enclosed.

Please take aforesaid results on your record.

Thanking You,  
 Yours faithfully,

**For NEW DELHI TELEVISION LIMITED**

  
**Rajneesh Gupta**  
 Chief Financial Officer, NDTV Group



Enclosed as above

## SCRUTINIZERS' REPORT

Date: April 03, 2019

To,  
The Chairman/ Authorised Person  
New Delhi Television Limited,  
402, Archana, B - Block Road,  
Archana, Greater Kailash I  
New Delhi – 110 048

**Sub: Scrutinizers' Report on Postal Ballot Results (including e-voting) conducted in terms of the provisions of Sections 108 and 110 of the Companies Act, 2013('the Act') read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force).**

Dear Sir,

The Board of Directors of the Company vide a resolution dated February 08, 2019 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 February 08, 2019 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 (s) to its Members on Saturday, March 02, 2019 through courier and e-mail, to those members whose e-mail addresses are registered in the records of depository participants.
2. The Company published an advertisement regarding completion of dispatch of Postal Ballot Notice/Form(s) in Financial Express (English) and Jansatta (Hindi) on Sunday, March 03, 2019.
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 in our safe custody.
5. The Postal Ballot forms were duly opened in the presence of CS Deepak Sharma and Ms. Shinjini Mukherjee, who were not in the employment of the Company.
6. Members holding shares of the Company as on Friday, February 22, 2019, "cut-off date", were entitled to vote on the special resolutions as mentioned in the Postal Ballot Notice dated February 08, 2019.
7. The voting commenced at 9:00 a.m. (IST) on March 03, 2019 and ended at 5:00 p.m. (IST) on April 01, 2019 (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. (IST) on April 01, 2019, 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 Fintech 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. (IST) on April 01, 2019, 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 Ms. Indrani Roy (DIN: 01033399) as Independent Director;**

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

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

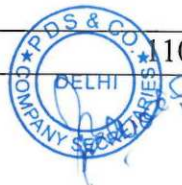
Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by Physical Ballot	95	39839341	-
b) Voted by Electronic mode	27	6786	-
<b>Total</b>	<b>122</b>	<b>39846127</b>	<b>99.98</b>

ii) Voted **against** the Resolution:

Number of Members		Number of votes cast against resolution	% of total number of valid votes cast
c) Voted by Physical Ballot	7	557	-
d) Voted by Electronic mode	4	6025	-
<b>Total</b>	<b>11</b>	<b>6582</b>	<b>00.02</b>

iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
45	10143



**Item No. 2: Variation in terms of appointment of Mrs. Radhika Roy (DIN: 00025625), as Executive Co-Chairperson;**

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	95	39839438	-
b) Voted by Electronic mode	26	6761	-
<b>Total</b>	<b>121</b>	<b>39846199</b>	<b>99.98</b>

ii) Voted **against** the Resolution:

Number of Members		Number of votes cast against resolution	% of total number of valid votes cast
c) Voted by Physical Ballot	5	360	-
d) Voted by Electronic mode	5	6050	-
<b>Total</b>	<b>10</b>	<b>6410</b>	<b>0.02</b>

iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
47	110243

Note: One Share is Equal to One Vote

12. Based on the above Postal Ballot voting (including e-voting) both special resolutions as set out in the Postal Ballot notice dated February 08, 2019 are approved by requisite majority. Accordingly, we request the Executive Co-Chairperson/Authorised person to declare the result.



13. Both Special Resolutions as approved by requisite majority are deemed to be passed on the last date of voting i.e. April 1, 2019.

**For Hemant Singh & Associate  
(Company Secretaries)**

(Hemant Kumar Singh)  
Partner  
FCS 6033



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

(Executive Co-Chairperson/Authorised person)



RAJNEESH GUPTA  
CFO, NDTV GROUP

**For PDS & CO.  
(Company Secretaries)**

(Prashant Kumar Balodia)  
Partner  
FCS 6047



**Date:** April 03, 2019

**Place:** New Delhi

Company Name	NEW DELHI TELEVISION LIMITED	
Date of the AGM/EGM	Postal Ballot Notice dated February 8, 2019	
Total number of shareholders on record date	49232 (as on cut off date February 22, 2019)	
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	Not Applicable	
Public:		
No. of Shareholders attended the meeting through Video Promoters and Promoter Group:	Not Applicable	
Public:		

Resolution required: (Ordinary/ Special)	SPECIAL - Reappointment of Ms. Indrani Roy (DIN 01033399) as Independent Director							
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
	E-Voting		0	0.0000	00	0	0.00	0.00
Promoter and Promoter Group	Poll		0	0.0000	00	0	0.00	0.00
	Postal Ballot (if applicable)	39615168	39615168	100.0000	39615168	0	100.00	0.00
Public- Institutions	E-Voting		0	0.0000	00	0	0.00	0.00
	Poll		0	0.0000	00	0	0.00	0.00
Public- Non Institutions	Postal Ballot (if applicable)	9136940	0	0.0000	00	0	0.00	0.00
	E-Voting		12811	0.0815	6786	6025	52.97	47.03
Public- Non Institutions	Poll		0	0.0000	00	0	0.00	0.00
	Postal Ballot (if applicable)	15719159	224730	1.4297	224173	557	99.75	0.25
	Total	64471267	39852709	61.8147	39846127	6582	99.98	0.02



Resolution required: (Ordinary/ Special)	SPECIAL - Variation in the terms of appointment of Mrs. Radhika Roy (DIN: 00025625), Executive Co-Chairperson									
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		0	0.0000	00	0	0.00	0.00		
	Poll		0	0.0000	00	0	0.00	0.00		
	Postal Ballot (if applicable)	39615168	39615168	100.0000	39615168	0	100.00	0.00		
Public- Institutions	E-Voting		0	0.0000	00	0	0.00	0.00		
	Poll		0	0.0000	00	0	0.00	0.00		
	Postal Ballot (if applicable)	9136940	0	0.0000	00	0	0.00	0.00		
Public- Non Institutions	E-Voting		12811	0.0815	6761	6050	52.77	47.23		
	Poll		0	0.0000	00	0	0.00	0.00		
	Postal Ballot (if applicable)	15719159	224630	1.4290	224270	360	99.84	0.16		
Total		64471267	39852609	61.8145	39846199	6410	99.98	0.02		

