

September 22, 2017

<b>BSE Limited</b> <b>Corporate Services Department</b> <b>Phiroze Jeejeebhoy Towers</b> <b>Dalal Street, Mumbai-400 001</b>  <b>Scrip Code: 532529</b>	<b>The National Stock Exchange of India Limited</b> <b>Corporate Communications Department</b> <b>“Exchange Plaza”</b> <b>Bandra Kurla Complex, Bandra (East)</b> <b>Mumbai-400051</b> <b>Scrip Symbol: NDTV</b>
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**Sub: Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 – Voting Results of the 29<sup>th</sup> Annual General Meeting of New Delhi Television Limited (the Company)**

Dear Sirs,

Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details of the voting results of the 29<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 21, 2017 in the prescribed format. All five (5) resolutions as set out in the notice convening AGM were approved by the members of the Company with requisite majority.

We also enclose herewith a copy of the Consolidated Scrutinizer’s Report issued by Mr. Hemant Kumar Singh and Mr. Prashant Kumar Balodia, Practicing Company Secretaries, appointed as Scrutinizer(s) for the purpose of scrutinizing remote e-voting conducted from September 17, 2017 to September 20, 2017 and physical poll conducted through ballot at the venue of the AGM, respectively.

You are requested to take the same on record.

Thanking you

Yours faithfully,

**For New Delhi Television Limited**



**Navneet Raghuvanshi**  
**Company Secretary**



Enclosed: as above

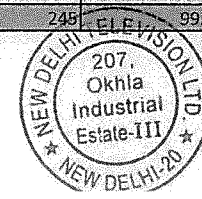
NEW DELHI TELEVISION LIMITED - Voting Results of AGM 2017 - Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	
Date of the AGM/EGM	21-09-2017
Total number of shareholders on record date - Sep 14, 2017 (Cut-off date)	53215
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	29876
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Agenda-wise disclosure

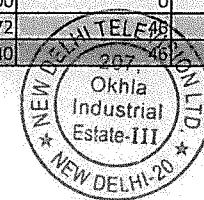
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - Adoption of financial statements (standalone and consolidated) for the financial year ended March 31, 2017 and the reports of Board of Directors and Auditors thereon.							
Whether promoter/ promoter group are interested 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		18813928	47.4917	18813928	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	39615168	39615168	100	39615168	0	100	0
Public- Institutions	E-Voting	10878676	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	10878676	0	0	0	0	0	0
Public- Non Institutions	E-Voting	13977423	2317	0.0166	2277	40	98.2736	1.7263
	Poll		347321	2.4849	347321	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	13977423	349638	2.5015	349598	40	99.9886	0.0114
Total		64471267	39964806	61.9886	39964766	40	99.9599	0.0001



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - Re-appointment of Mr. Pramod Bhasin (DIN: 01197009), who retires by rotation and being eligible, offers himself for re-appointment							
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		18813928	47.4917	18813928	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		39615168	39615168	100	39615168	0	100
Public- Institutions	E-Voting	10878676	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		10878676	0	0	0	0	0
Public- Non Institutions	E-Voting	13977423	2297	0.0164	2051	246	89.2903	10.7096
	Poll		347321	2.4849	347321	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13977423	349618	2.5013	349372	246	99.9296
Total		64471267	39964786	61.9885	39964540	246	99.9994	0.0006
Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - Ratification of appointment of M/s. B S R & Associates LLP (FRN: 116231W/W-100024), Chartered Accountants, as Statutory Auditors 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		18813928	47.4917	18813928	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		39615168	39615168	100	39615168	0	100
Public- Institutions	E-Voting	10878676	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		10878676	0	0	0	0	0
Public- Non Institutions	E-Voting	13977423	2307	0.0165	2062	245	89.3801	10.6198
	Poll		347321	2.4849	347321	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		13977423	349628	2.5014	349383	245	99.9299
Total		64471267	39964796	61.9885	39964551	245	99.9994	0.0006



Resolution No.	4							
Resolution required: (Ordinary/ Special)	<b>ORDINARY RESOLUTION - Ratification of remuneration payable to M/s Sanjay Gupta &amp; Associates, Cost Auditors of the Company for financial year 2016-17.</b>							
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		18813928	47.4917	18813928	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		39615168	100	39615168	0	100	0
Public- Institutions	E-Voting	10878676	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	13977423	2277	0.0163	2032	245	89.2402	10.7597
	Poll		347321	2.4849	347321	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		349598	2.5012	349353	245	99.9299	0.0701
Total		64471267	39964766	61.9885	39964521	245	99.9994	0.0006
Resolution No.	5							
Resolution required: (Ordinary/ Special)	<b>SPECIAL RESOLUTION - Approval for subscription of equity shares by Autobyte Private Limited in Fifth Gear Ventures Limited resulting in change of control of Fifth Gear Ventures Limited from New Delhi Television Limited and NDTV Convergence Limited to Autobyte Private Limited.</b>							
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		18813928	47.4917	18813928	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		39615168	39615168	100	39615168	0	100
Public- Institutions	E-Voting	10878676	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		10878676	0	0	0	0	0
Public- Non Institutions	E-Voting	13977423	2297	0.0164	2251	46	97.9973	2.0026
	Poll		347321	2.4849	347321	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		349618	2.5013	349572	46	99.9868	0.0132
Total		64471267	39964786	61.9885	39964740	46	99.9999	0.0001



## Consolidated Scrutinizer's Report

[Pursuant to section 108,109 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairman,

New Delhi Television Limited

29<sup>th</sup> (Twenty Ninth) Annual General Meeting of the Equity Shareholders of **New Delhi Television Limited** held on Thursday, September 21, 2017 at 3:30 p.m. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010.

Dear Sir,

We, 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, Delhi-110092 and Prashant Kumar Balodia, Partner of PDS & Co, Practicing Company Secretaries, having its office at A-53, First Floor, Guru Nanak Pura, Laxmi Nagar, Delhi-110092 were appointed as Scrutinizer(s) by the Board of Directors of **New Delhi Television Limited** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the Annual General Meeting (AGM) pursuant to section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the resolutions as set out in the notice dated July 28, 2017 convening the 29<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Thursday, September 21, 2017 at 3:30 p.m at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010, submit our report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions set out in the notice of the 29<sup>th</sup> AGM of the Company is the responsibility of the management. Our responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Karvy Computershare Private Limited ('Karvy'), and the report generated physically by use of ballots at the AGM.
2. In accordance with the provisions of the Companies Act, 2013; dispatch of Notice of 29<sup>th</sup> AGM was completed on August 27, 2017. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015), the 'Advertisement' was published in English and Hindi language newspapers on August 28, 2017.



3. The remote e-voting period started from Sunday, September 17, 2017 (09:00 a.m. IST) and ended on Wednesday, September 20, 2017 (05:00 p.m. IST) (both days inclusive).
4. The Equity Shareholders holding shares as on Thursday, September 14, 2017 were entitled to vote on the resolutions stated in the Notice of the 29<sup>th</sup> AGM of the Company.
5. After declaration of voting by use of ballot by the Chairman at the AGM, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialled by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agent (R&TA) of the Company and authorizations/proxies lodged with the Company. The votes were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot.
6. There were no ballots which were considered as invalid.
7. The votes on remote e-voting were unblocked at around 06.00 p.m., after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of Karvy, (<https://evoting.karvy.com>) and the same will be handed over to the Chairman.
8. The total votes cast in favour or against all the resolutions proposed in the Notice of the 29<sup>th</sup> AGM are as under:

a) **Resolution-1: Ordinary Resolution**

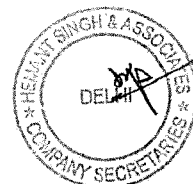
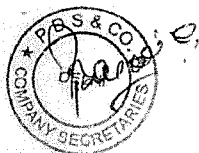
To receive, consider and adopt:

a) the audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and

b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	34	20,803,517	52.0546
Voting by poll	72	19,161,249	47.9453
Total	106	39,964,766	99.9999



(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	40	0.0001
Voting by poll	-	-	-
Total	1	40	0.0001

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

b) **Resolution-2: Ordinary Resolution**

To appoint a Director in place of Mr. Pramod Bhasin (DIN: 01197009), who retires by rotation and being eligible, offers himself for re-appointment, by considering and if thought fit, passing, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to re-appoint Mr. Pramod Bhasin (DIN: 01197009) as Director of the Company with immediate effect and who shall be liable to retire by rotation."

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	31	20,803,291	52.0541
Voting by poll	72	19,161,249	47.9453
Total	103	39,964,540	99.9994

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	04	246	0.0006
Voting by poll	-	-	-
Total	04	246	0.0006

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

c) **Resolution-3: Ordinary Resolution**

To ratify the appointment of M/s. B S R & Associates LLP (FRN: 116231W/W-100024), Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration, by considering and if thought fit, passing, with or without modification(s), the following resolution as an Ordinary Resolution:



**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and the Rules framed thereunder or any amendment thereto or modification thereof and subject to all the applicable laws and regulations, the appointment of M/s. B S R & Associates, LLP, Chartered Accountants (Registration No. 116231W/W-100024), as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of 30th AGM of the Company be and is hereby ratified on the remuneration including out of pocket expenses (collectively "Auditors' Remuneration") as may be recommended by the Audit Committee of the Board, in consultation with the Statutory Auditors and such Auditors' Remuneration may be paid on a progressive billing basis, in one or more instalments."

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	32	20,803,302	52.0541
Voting by poll	72	19,161,249	47.9453
Total	104	39,964,551	99.9994

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	03	245	0.0006
Voting by poll	-	-	-
Total	03	245	0.0006

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

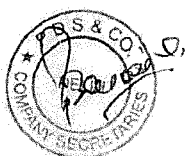
**d) Resolution-4: (Special Business) Ordinary Resolution**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules 2014, remuneration payable to M/s Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), appointed by the Board of Directors as Cost Auditors to conduct audit of cost records of the Company for financial year 2016-17 amounting to Rs.4,50,000/- (Rupees Four Lacs Fifty Thousand only) excluding applicable taxes and reimbursement of out of pocket expenses, be and is hereby confirmed, ratified and approved."

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	32	20,803,272	52.0540
Voting by poll	72	19,161,249	47.9454
Total	104	39,964,521	99.9994





(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	245	0.0006
Voting by poll	-	-	-
Total	3	245	0.0006

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

e) Resolution-5: (Special Business) Special Resolution

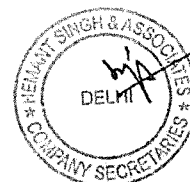
To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 24 and other applicable regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act 2013, if any, and rules and regulations made thereunder (including any statutory modifications, amendments, or re-enactments of any of them for the time being in force), the Memorandum of Association and Articles of Association of the Company and subject to requisite approval(s), if any, of the concerned statutory and regulatory authorities and such other consents, permissions and sanctions, as may be required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to: (a) enter into any agreement required to be executed to give effect to the additional infusion of capital in Fifth Gear Ventures Limited ("FGVL"), a material subsidiary of the Company, by Auto byte Private Limited ("ABPL") resulting in dilution of shareholding of the Company and NDTV Convergence Limited, another material subsidiary of the Company (collectively referred as "NDTV Group") in FGVL, and subsequent change in control of FGVL from the NDTV Group to ABPL; and (b) perform any other action, deeds, matters and things, as may be required to undertake the proposed subscription of shares by ABPL in FGVL and the resultant change in control of FGVL from the NDTV Group to ABPL.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board, including any committee constituted by the Board or any person(s) authorised by the Board in this regard, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto, on an ongoing basis, for the purpose of giving effect to the above resolution."

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	32	20,803,491	52.0546
Voting by poll	72	19,161,249	47.9453
Total	104	39,964,740	99.9999



(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	46	0.0001
Voting by poll	-	-	-
Total	3	46	0.0001

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

9. All relevant records of voting will remain in our custody until the Chairman considers, approves and signs the minutes of the 29<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

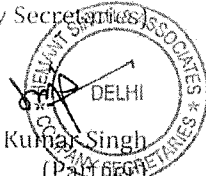
Based on the above voting all resolutions as set out in the Notice convening 29<sup>th</sup> AGM of the Company are passed with requisite majority. Accordingly, we request the Chairman to announce the results of the meeting.

For PDS & Co.  
(Company Secretaries)



Prashant Kumar Balodia  
(Partner)  
FCS-6047

For Hemant Singh & Associates  
(Company Secretaries)

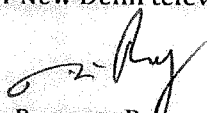


Hemant Kumar Singh  
(Partner)  
FCS-6033

Place: New Delhi

Date: 22.09.2017

Countersigned by:  
For New Delhi television limited

  
Dr. Prannoy Roy  
Executive Co-Chairperson

Place: New Delhi

Date: Sep 22, 2017