

September 22, 2017

**BSE** Limited

Corporate Services Department Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400 001

Scrip Code: 532529

The National Stock Exchange of India Limited Corporate Communications Department

"Exchange Plaza"

Bandra Kurla Complex, Bandra (East)

Mumbai-400051

Scrip Symbol: NDTV

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.

Okhla

Industrial

Thanking you

Yours faithfully,

For New Delhi Television Limited

Navneet Raghuvanshi Company Secretary

Enclosed: as above

	217 - 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 finar	ncial statements (standalone and consolidated) for the financial year ended March 31, 2017 and the reports of Board o
Directors and Auditors thoron	

Agenda-wise disclosure								
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - Add	option of financial	statements (standal	one and consolidate	d) for the financial	year ended March	31, 2017 and the rep	orts of Board of
	Directors and Auditors thereo	n.						
Whether promoter/ promoter group	No							
are interested in the								
agenda/resolution?								
Category	Mode of Voting	No. of shares he	d No. of votes	% of Votes Polled	No. of Votes – in	No. of Votes -	% of Votes in	% of Votes against
		(1)	polled (2)	on outstanding	favour (4)	against (5)	favour on votes	on votes polled
				shares (3)=[(2)/(1)]*			polled	(7)=[(5)/(2)]*100
		İ		100			(6)=[(4)/(2)]*100	
Promoter and Promoter Group	E-Voting	3961516	8 20801240	52.5083	20801240	, C	100.0000	0.000
	Poll		18813928	47.4917	18813928	C	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	C	0.0000	0.000
	Total	3961516	8 39615168	100	39615168	C	100	(
Public-Institutions	E-Voting	1087867	6 0	0.0000	00	<u> </u>	0.0000	0.0000
	Poll		0	0.0000	00	<u> </u>	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	- 00	<u> </u>	0.0000	0.0000
	Total	1087867	6 0	0		C	0	(
Public- Non Institutions	E-Voting	1397742	3 2317	0.0166	2277	40	98.2736	1.7263
	Poll	1	347321	2.4849	347321	<u> </u>	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	ļ	0.0000	0.000.0
	Total	1397742	3 349638	2.5015	349598	40	99.9886	0.0114
	Total ""	6447126	7 39964806	61.9886	39964766	40	99.9999	0.000:



Whether promoter/ promoter group are interested in the agenda/resolution?  Category Mode  Promoter and Promoter Group  Postal Total Public- Institutions E-Votin Poll Postal Total Total Total Total Total Total	al Ballot (if applicable)	No. of shares held (1) 39615168	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	% of Votes against on votes polled (7)=[(5)/(2)]*100
are interested in the agenda/resolution?  Category  Mode  Promoter and Promoter Group  Postal Total Public- Institutions  E-Votii Poll Postal Total Total Total Total Total Total	ting al Ballot (if applicable)	39615168	polled (2) 20801240	on outstanding shares (3)=[(2)/(1)]* 100 52.5083	favour (4)	against (5)	favour on votes polled	on votes polled
Promoter and Promoter Group E-Votin Poll Postal Total Public- Institutions E-Votin Poll Postal Total	ting al Ballot (if applicable)	39615168	polled (2) 20801240	on outstanding shares (3)=[(2)/(1)]* 100 52.5083	favour (4)	against (5)	favour on votes polled	on votes polled
Poll   Postal   Total	al Ballot (if applicable)				20801240			
Postal   Total     Public- Institutions   E-Votic   Poll   Postal   Total   Total     Postal   Total     Postal		39615168	18813928	47 4017	LOGGIL 10	. 0	100.0000	0.000
Total		39615168		47.4917	18813928	0	100.0000	0.000
Public- Institutions E-Votii Poll Postal Total		39615168	0	0.0000	00	0	0.0000	0.000
Poll Postal Total	ting		39615168	100	39615168	. 0	100	
Postal Total		10878676	0	0.0000	00	0	0.0000	0.000
Total			0	0.0000	00	0	0.0000	0.000
	al Ballot (if applicable)		.0	0.0000	00	. , 0	0.0000	0.000
		10878676	Ó	. 0	0	0	0	
Public- Non Institutions E-Votin	ting	13977423	2297	0.0164	2051	246	89.2903	10.709
Poll Postal Ballot (if applicable)	<u> </u> .	347321	2.4849	347321	0	100.0000	0,000	
		0	0.0000		. 0	0.0000	0.000	
Total	months of the second of the se	13977423	trace providence leaves and trace an	2.5013	349372	246	99.9296	0.070
Total	• • •	64471267	39964786	61.9885	39964540	246	99.9994	0.000
Resolution No. 3								· · · · · · · · · · · · · · · · · · ·
	NARY RESOLUTION - Rati Company.			•			•	
agenda/resolution?								
Category	e of Voting	No. of shares held	No. of votes	% of Votes Polled				
		(1)	polled (2)	on outstanding shares (3)=[(2)/(1)]*		1	favour on votes	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group E-Votin	ing	39615168		on outstanding shares (3)=[(2)/(1)]* 100	favour (4)	against (5)	favour on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100
Poli	ting			on outstanding shares (3)=[(2)/(1)]* 100		against (5)	favour on votes polled	on votes polled (7)=[(5)/(2)]*100
Poll	ing Il Ballot (if applicable)		20801240	on outstanding shares (3)=[(2)/(1)]* 100  52.5083	favour (4) 20801240	against (5)	favour on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100 0.000
Poll	<b>T</b> ak Laridha, Laraa aa x		20801240 18813928	on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917	favour (4)  20801240  18813928	against (5) 	favour on votes polled (6)=[(4)/(2)]*100 100.0000 100.0000	on votes polled (7)=[(5)/(2)]*100 0.000
Poll Postal	al Ballot (if applicable)	39615168	20801240 18813928 0 39615168	on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000	20801240 18813928	against (5) 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 100.0000 0.0000	on votes polled (7)=[(5)/(2)]*100 0.000 0.000 0.000
Poli Postal Total	al Ballot (if applicable)	39615168 39615168	20801240 18813928 0 39615168	on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 100	20801240 18813928 00 39615168	against (5)  0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.0000 100.0000 0.0000	on votes polled (7)=[(5)/(2)]*100 0.000 0.000 0.000
Poli   Postal   Total	al Ballot (if applicable)	39615168 39615168	20801240 18813928 0 39615168	on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 100	20801240 18813928 00 39615168	against (5)  0 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100  100.0000 100.0000 100 0.0000 0.0000	· ·
Poli Postal Total Public- Institutions E-Votin Poll	al Ballot (if applicable)	39615168 39615168	20801240 18813928 0 39615168 0	on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 100 0.0000	20801240 18813928 00 39615168 00	against (5)  0 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100  100.0000 100.0000 0.0000 0.0000 0.0000 0.0000	on votes polled (7)=[(5)/(2)]*100 0.000 0.000 0.000 0.000 0.000
Poli   Postal   Total     Poli   Postal     Poli   Postal     Poli   Postal   Postal   Postal   Postal   Postal   Postal   Postal     Postal   Postal   Postal   Postal   Postal   Postal     Postal	al Ballot (if applicable) ling al Ballot (if applicable)	39615168 39615168 10878676	20801240 18813928 0 39615168 0	on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 100 0.0000	20801240 18813928 00 39615168 00	against (5)  0 0 0 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100  100.0000 100.0000 0.0000 0.0000 0.0000 0.0000	on votes polled (7)=[(5)/(2)]*100  0.000 0.000 0.000 0.000 0.0000 0.0000
Poll Postal Total Public- Institutions E-Votir Poll Postal Total	al Ballot (if applicable) ling al Ballot (if applicable)	39615168 39615168 10878676	20801240 18813928 0 39615168 0 0	on outstanding shares (3)=[(2)/(1)]* 100	20801240 18813928 00 39615168 00 00 00	against (5)  0 0 0 0 0 0 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100  100.0000 100.0000 0.0000 0.0000 0.0000 0.0000 0.0000	on votes polled (7)=[(5)/(2)]*100  0.000 0.000 0.000 0.000 0.000 0.000 10.619
Poll   Postal   Total	al Ballot (if applicable) ling al Ballot (if applicable)	39615168 39615168 10878676	20801240 18813928 0 39615168 0 0 0 0 2307	on outstanding shares (3)=[(2)/(1)]* 100	20801240 18813928 00 39615168 00 00 00 00	against (5)  0 0 0 0 0 0 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100  100.0000 100.0000 0.0000 0.0000 0.0000 0.0000 0.893801	on votes polled (7)=[(5)/(2)]*100  0.000 0.000 0.000 0.000 0.000 10.619
Poll   Postal   Total	al Ballot (if applicable)  sing al Ballot (if applicable)  sing al Ballot (if applicable)	39615168 39615168 10878676	20801240 18813928 0 39615168 0 0 0 0 2307 347321	on outstanding shares (3)=[(2)/(1)]* 100	20801240 18813928 00 39615168 00 00 00 00 2062 347321	against (5)  0 0 0 0 0 0 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100  100.0000 100.0000 0.0000 0.0000 0.0000 0.0000 89.3801 100.0000	on votes polled (7)=[(5)/(2)]*100  0.000 0.000 0.000 0.000 0.000

Resolution No.	4		<del> </del>					
Resolution required: (Ordinary/ Speci	al) ORDINARY RESOLUTION - Ra	tification of remune	ration payable to N	1/s Sanjay Gupta & A	ssociates, Cost Au	litors of the Compa	any for financial yea	r 2016-17.
Whether promoter/ promoter group	No							
are interested in the								
agenda/resolution?								
Category	Mode of Voting	No. of shares held	No of votes	% of Votes Polled	No. of Votes – in	No. of Votes -	% of Votes in	% of Votes against
Catagory	in data of taking	(1)	polled (2)	on outstanding	favour (4)	against (5)	favour on votes	_
		14	poneu (2)	shares (3)=[(2)/(1)]*	lavour (4)	agamst (5)	polled	on votes polled
							(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	***			100			(8)=[(4)/(2)] 100	
Promoter and Promoter Group	E-Voting	39615168	20801240	52.5083	20801240	l	100.0000	0.000
	Poll	_	18813928	47.4917	18813928	0	<del></del>	
Po	Postal Ballot (if applicable)	_	0					
	Total		39615168			<del> </del>		<del></del>
Public- Institutions	E-Voting	10878676					an-anarchanicativi and an anarchanicativi and	C. 11
Poll Posta			0					<del></del>
	Postal Ballot (if applicable)	<b>-</b>	0					
	Total		0	0			0.000	SOMEONE STATE A RESPONSIVE STATE OF THE APPEARS
Public- Non Institutions	E-Voting	13977423	2277	0.0163	Subtraction of the second contract of the sec	245	89.2402	describing an experience of the second section of the second section of the second section sec
Poll Postal Ballot (if applicable)	* **	347321	2.4849		0		<del>                                     </del>	
	Postal Ballot (if applicable)		0	0.0000		0		<del></del>
	Total		349598	2.5012		245	99,9299	
	Total	64471267	39964766	61,9885	The state of the s	245		Control of the control of the state of the state of
						- T-		
Resolution No.	5	1 0,7,440,						
	5		of equity shares by	ν Δυτορντο Private Li	mitad in Eifth Gaar	Ventures Limited	resulting in change of	f control of Eifth
Resolution No. Resolution required: (Ordinary/ Specia	5 SPECIAL RESOLUTION - Appro	oval for subscription					resulting in change o	f control of Fifth
Resolution required: (Ordinary/ Specia	5 SPECIAL RESOLUTION - Appro Gear Ventures Limited from I	oval for subscription					resulting in change o	f control of Fifth
Resolution required: (Ordinary/ Special Whether promoter/ promoter group	5 SPECIAL RESOLUTION - Appro	oval for subscription					resulting in change o	of control of Fifth
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the	5 SPECIAL RESOLUTION - Appro Gear Ventures Limited from I	oval for subscription					resulting in change o	f control of Fifth
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution?	5 SPECIAL RESOLUTION - Appro Gear Ventures Limited from I	oval for subscription New Delhi Television	Limited and NDTV	Convergence Limite	d to Autobyte Priva	ate Limited.		
	5 SPECIAL RESOLUTION - Appro Gear Ventures Limited from I	oval for subscription New Delhi Television No. of shares held	No. of votes	Convergence Limite  % of Votes Polled	d to Autobyte Priva	No. of Votes —	% of Votes in	% of Votes against
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution?	5 SPECIAL RESOLUTION - Appro Gear Ventures Limited from I	oval for subscription New Delhi Television	No. of votes polled (2)	% of Votes Polled on outstanding	d to Autobyte Priva	ate Limited.	% of Votes in favour on votes	% of Votes against on votes polled
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution?	5 SPECIAL RESOLUTION - Appro Gear Ventures Limited from I	oval for subscription New Delhi Television No. of shares held	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	d to Autobyte Priva	No. of Votes —	% of Votes in favour on votes polled	% of Votes against
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution?	5 SPECIAL RESOLUTION - Appro Gear Ventures Limited from I	oval for subscription New Delhi Television No. of shares held	No. of votes polled (2)	% of Votes Polled on outstanding	d to Autobyte Priva	No. of Votes —	% of Votes in favour on votes	% of Votes against on votes polled
Resolution required: (Ordinary/ Special Control of the Property of the Propert	5 SPECIAL RESOLUTION - Appro Gear Ventures Limited from I	oval for subscription New Delhi Television No. of shares held	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	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
Resolution required: (Ordinary/ Special Control of the Property of the Propert	5 SPECIAL RESOLUTION - Appro Gear Ventures Limited from I No Mode of Voting	No. of shares held	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 0.0000
Resolution required: (Ordinary/ Special Control of the Property of the Propert	5   SPECIAL RESOLUTION - Appro   Gear Ventures Limited from I   No   Mode of Voting   E-Voting   Poll	No. of shares held	No. of votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100 52.5083	No. of Votes – in favour (4)  20801240 18813928	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 100.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution?  Category	5 SPECIAL RESOLUTION - Appro Gear Ventures Limited from I No Mode of Voting  E-Voting Poll Postal Ballot (if applicable)	No. of shares held	No. of votes polled (2)  20801240 18813928	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000	No. of Votes – in favour (4)  20801240 18813928	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 100.0000 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution? Category  Promoter and Promoter Group	5 SPECIAL RESOLUTION - Appro Gear Ventures Limited from I No Mode of Voting  E-Voting Poll Postal Ballot (if applicable) Total	No. of shares held (1) 39615168	No. of votes polled (2)  20801240 18813928 0 39615168	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 100	No. of Votes – in favour (4)  20801240 18813928 00 39615168	No. of Votes – against (5)  0 0 0 0	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 100.0000 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution?	5 SPECIAL RESOLUTION - Appro Gear Ventures Limited from I No Mode of Voting  E-Voting Poll Postal Ballot (if applicable) Total E-Voting	No. of shares held	No. of votes polled (2)  20801240 18813928 0 39615168	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 100 0.0000	No. of Votes – in favour (4)  20801240 18813928 00 39615168	No. of Votes – against (5)  0 0 0 0 0	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100 0.0000 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution? Category  Promoter and Promoter Group	5   SPECIAL RESOLUTION - Approduce	No. of shares held (1) 39615168	No. of votes polled (2)  20801240 18813928 0 39615168	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 100 0.0000 0.0000	No. of Votes – in favour (4)  20801240 18813928 00 39615168 00 00	No. of Votes – against (5)  O O O O O O O O O O O O O O O O O O	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution? Category  Promoter and Promoter Group	5   SPECIAL RESOLUTION - Approduce	No. of shares held (1)  39615168  39675168	No. of votes polled (2)  20801240 18813928 0 39615168	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 100 0.0000	No. of Votes – in favour (4)  20801240 18813928 00 39615168 00 00	No. of Votes – against (5)  O O O O O O O O O O O O O O O O O O	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 100 0.0000 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution? Category  Promoter and Promoter Group  Public- Institutions	5 SPECIAL RESOLUTION - Appro Gear Ventures Limited from I No Mode of Voting  E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total Total Total Total	No. of shares held (1)  39615168  39615168  10878676	No. of votes polled (2)  20801240 18813928 0 39615168 0 0 0	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 100 0.0000 0.0000 0.0000 0.0000	No. of Votes – in favour (4)  20801240 18813928 00 39615168 00 00 00	No. of Votes – against (5)  O O O O O O O O O O O O O O O O O O	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 100.0000 0.00000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution? Category  Promoter and Promoter Group  Public- Institutions	5 SPECIAL RESOLUTION - Appro Gear Ventures Limited from I No Mode of Voting  E-Voting Poll Postal Ballot (if applicable) Total E-Voting	No. of shares held (1)  39615168  39675168	No. of votes polled (2)  20801240 18813928 0 39615168 0 0 0 2297	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 1.000 0.0000 0.0000 0.0000 0.0000 0.0000 0.00164	No. of Votes – in favour (4)  20801240 18813928 00 39615168 00 00 00 2251	No. of Votes – against (5)  0 0 0 0 0 0 0 46	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100  0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution? Category  Promoter and Promoter Group  Public- Institutions	5   SPECIAL RESOLUTION - Approx	No. of shares held (1)  39615168  39615168  10878676	No. of votes polled (2)  20801240 18813928 0 39615168 0 0 0 2297 347321	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 100 0.0000 0.0000 0.0000 0.0164 2.4849	No. of Votes – in favour (4)  20801240 18813928 00 39615168 00 00 00 2251 347321	No. of Votes – against (5)  O O O O O O O O O O O O O O O O O O	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100  0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution? Category  Promoter and Promoter Group	5   SPECIAL RESOLUTION - Approx	No. of shares held (1)  39615168  39615168  10878676  10878676	No. of votes polled (2)  20801240 18813928 0 39615168 0 0 0 2297 347321 0	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 0.0000 0.0000 0.0000 0.0000 0.0164 2.4849 0.0000	No. of Votes – in favour (4)  20801240 18813928 00 39615168 00 00 00 2251 347321	No. of Votes – against (5)  0 0 0 0 0 0 0 46	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100  0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution? Category  Promoter and Promoter Group  Public- Institutions	5   SPECIAL RESOLUTION - Approx	No. of shares held (1)  39615168  39615168  10878676  10878676  13977423	No. of votes polled (2)  20801240 18813928 0 39615168 0 0 0 2297 347321 0 349618	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 0.0000 0.0000 0.0000 0.0164 2.4849 0.0000 2.5013	No. of Votes – in favour (4)  20801240 18813928 00 39615168 00 00 00 2251 347321 00 349572	No. of Votes — against (5)  0 0 0 0 0 0 46 0 0 1 15   15   16	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00000 100.0000 .	% of Votes against on votes polled (7)=[(5)/(2)]*100  0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution? Category  Promoter and Promoter Group  Public- Institutions	5   SPECIAL RESOLUTION - Approx	No. of shares held (1)  39615168  39615168  10878676  10878676	No. of votes polled (2)  20801240 18813928 0 39615168 0 0 0 2297 347321 0 349618	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 0.0000 0.0000 0.0000 0.0164 2.4849 0.0000 2.5013	No. of Votes – in favour (4)  20801240 18813928 00 39615168 00 00 00 2251 347321 00 349572	No. of Votes – against (5)  0 0 0 0 0 0 0 0 0 1 1ELE#B	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00000 100.0000 .	% of Votes against on votes polled (7)=[(5)/(2)]*100  0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution? Category  Promoter and Promoter Group  Public- Institutions	5   SPECIAL RESOLUTION - Approx	No. of shares held (1)  39615168  39615168  10878676  10878676  13977423	No. of votes polled (2)  20801240 18813928 0 39615168 0 0 0 2297 347321 0 349618	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 0.0000 0.0000 0.0000 0.0164 2.4849 0.0000 2.5013	No. of Votes – in favour (4)  20801240 18813928 00 39615168 00 00 00 2251 347321 00 349572	No. of Votes – against (5)  0 0 0 0 0 0 0 0 0 1 1ELE#B	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00000 100.0000 .	% of Votes against on votes polled (7)=[(5)/(2)]*100  0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Resolution required: (Ordinary/ Special Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	5   SPECIAL RESOLUTION - Approx	No. of shares held (1)  39615168  39615168  10878676  10878676  13977423	No. of votes polled (2)  20801240 18813928 0 39615168 0 0 0 2297 347321 0 349618	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 52.5083 47.4917 0.0000 0.0000 0.0000 0.0000 0.0164 2.4849 0.0000 2.5013	No. of Votes – in favour (4)  20801240 18813928 00 39615168 00 00 00 2251 347321 00 349572	No. of Votes – against (5)  O O O O O O O O O O O O O O O O O O	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.00000 100.0000 .	% of Votes against on votes polled (7)=[(5)/(2)]*100  0.000 0.000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000

### 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 29th 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 29th 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 29th 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 29th 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	Number of votes cast by	% of total number
	Members voted	them	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	Number o	of	votes	%	of	total	number
	Members voted		cast by thei	m		ofv	/ali	d vote	es cast
Remote e-Voting	1	Million Standard Attack process.	40	-	"HTMES AND MESSAGE TO A Secretar and Association and Association (Association (Association))		003	marining a strange of the second of the second	
Voting by poll	The state of the s	ares and any and all and		***********	THE THE PARTY OF T	-		eneralises energians françaises energia	
Total	1	THE RESERVE AND ADDRESS OF THE PARTY OF THE	40	mage erel mengen o		0.0	00	1	de ferhalde des vives de company est après de

(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 members voted	of	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	Tr	19,161,249	47.9453
Total '	103	divini bang	39,964,540	99.9994

(ii) Voted against the resolution:

Mode of Voting	Number	of	Number of vote	es % of total number
	members voted		cast by them	of valid votes cast
Remote e-voting	04		246	0.0006
Voting by poll				Transition of the Control of the Con
Total	04	mrda recova	246	0.0006

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Official of a self-residence and age.
		and against

### 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 votes	% of total number
	members voted	cast by them	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 . c	1	% of total number
And the second section of the party of the second section of the section of the second section of the section	members voted	cast by them	of valid votes cast
Remote e-voting	03	245	0.006
Voting by poll		And the second s	
Total	03	245	0.0006

### (iii) Invalid votes:

	Total number of members	whose votes	were Tot	al number of votes cast by them
	declared invalid	ter en	to the contract to the contrac	The purpose of the provided and the state of
- 1			i -	,

# 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	Number of votes	% of total number
the second secon	members voted		cast by them	of valid votes cast
Remote e-voting	32		20,803,272	52.0540
Voting by poll .	72	- Marine Salarana - Alarana	19,161,249	47.9454
Total	104		39,964,521	99,9994





(ii) Voted against the resolution:

(ii) Votcu uguina	it the resolution.	-	and the second s	grad, page graphing areas a construction of the control of the con
Mode of Voting	Number	of	Number of votes	% of total number
	members voted		cast by them	of valid votes cast
Remote e-voting	3	- Constant	245	0.0006
Voting by poll	And the second s		~	-
Total	3		245	0.0006

(iii) Invalid votes:

Total number of members whose votes were	Total number of votes cast by them
declared invalid	
	The contract of the contract o

#### 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 (hereinafterreferred 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:

(i) Voccumiavo	ar of the resolution.		1	
Mode of voting	Number	of	Number of votes	% of total number
	members voted		cast by them	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:

(ii) 100 against the resolution.								
Mode of Voting	Number of	Number of votes	% of total number					
	members voted	cast by them	of valid votes cast					
Remote e-voting	3	46	0.0001					
Voting by poll	and the state of t	man menus menus menusukan menusukan kerajang a keraja basa a a a ji baga jugi man	The state of the second control of the secon					
Total	3	46	0.0001					

(iii) Invalid votes:

Total number of declared invalid	members	whose	votes	were	Total number of votes cast by then	1
**		arigha Mahir dan Britanni, qui aux irr amb paperaige a aigean			The state of the s	

9. All relevant records of voting will remain in our custody until the Chairman considers, approves and signs the minutes of the 29th 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 29th AGM of the Company are passed with requisite majority. Accordingly, we request the Chairman to announce the results of the meeting.

For Hemant Singh & Associates

Hemant Ku

(Company Secretaries)

FCS-6033

For PDS & Co.

(Company Secretaries)

Prashant Kumar Balodia

(Partner) SECN FCS-6047

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