



DECCAN Chronicle

DCHL/2011
January 4, 2011

By Courier/Fax

Bombay Stock Exchange Ltd.
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai-400001

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai-400051

Ref.: BSE Scrip Code- 532608; NSE Stock Symbol-DCHL; ISIN-INE137G01027

Dear Sirs

Sub.: Result of Postal Ballot with respect to Special Resolution for Buy Back of Equity Shares of the Company.

This is further to our letter dated 29th November, 2010 intimating you the completion of despatch of Postal Ballot Notice dated 12.11.2010 along with the Ballot Form and Business Reply Envelope to the shareholders of the company on 27.11.2010.

In this regard we wish to inform you that Mr. Y. Koteswara Rao, the Scrutinizer appointed for the Postal Ballot process has submitted his report to the Chairman today. In accordance with the said report the shareholders have approved the special resolution as embodied in the Postal Ballot Notice dated 12.11.2010 for the Buy Back of the Equity Shares of the company with the requisite majority. Accordingly the results of the Postal Ballot were announced today. A copy of the Report submitted by the Scrutinizer is enclosed herewith for your reference along with the text of Results announced.

As required under Clause 5(2) of the SEBI (Buy-Back of Securities) Regulations, 1998, we also attach a certified true copy of the special resolution approved by the shareholders as mentioned above.

Thanking you,

Yours truly
For Deccan Chronicle Holdings Limited

V. Shankar
Company Secretary

Encl: as above

Deccan Chronicle Holdings Limited

Regd. & Corp Office : 36, Sarojini Devi Road, Secunderabad - 500 003. Phone : +91 40 2780 3930 - 36, Fax : 91 40 2780 3870

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5th Floor, H M Towers, # 58 Brigade Road, Bangalore - 560 025 Ph: +91 80 2296 0558-64 Fax: 91 80 2296 0551.



Y. KOTESWARA RAO

H.No.48-345, GaneshNagar Colony

Chintal, HMT Road

Hyderabad- 500 054

Phone No.: 2308 6394 (O & R)

Cell: 98-491-69831

SCRUTINIZER'S REPORT

Mr. T. Venkatram Reddy
Chairman
Deccan Chronicle Holdings Limited
36, Sarojini Devi Road
Secunderabad- 500 003

Dear Sir,

1. The Board of Directors of the company at its meeting held on 12th November, 2010 has appointed me as scrutinizer for conducting the postal ballot voting process.
2. In terms of the same I submit my report as under:
 - 2.1 The company has completed on **27th November, 2010** the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Member/list of beneficiaries as on **19th November, 2010**.
 - 2.2 The voting right on Postal Ballot shall be in proportion to the shareholders share of the Paid-up Equity Share Capital of the Company i.e., 24,34,72,219 Equity Shares of Rs.2/- each as on **19th November, 2010**.
 - 2.3 Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
 - 2.4 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
 - 2.5 The ballot boxes were opened on **29th December, 2010** in my presence.



**Y. KOTESWARA RAO**

H.No.48-345, GaneshNagar Colony
Chintal, HMT Road
Hyderabad- 500 054
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- 2.6 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Members of the company/list of beneficiaries as on **19th November, 2010**.
- 2.7 All postal ballot forms received up to the close of working hours on **28th December, 2010**, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
- 2.8 Envelopes containing postal ballot forms received after **28th December, 2010** were not considered for my scrutiny.
- 2.9 I did not find any defaced or mutilated ballot papers.
3. A summary of the postal ballot forms received is given below:

Item No.1: Special Resolution for Buy Back of Equity Shares of the Company.

Particulars	No. of postal ballot forms	No. of shares/ votes cast
a) Total Postal ballot forms received	968	17,94,83,550
b) <u>Less:</u> Invalid postal ballot forms (as per register)	69	21,031
c) Net valid postal ballot forms (as per register)	899	17,94,62,519
d) Postal ballot forms with assent for the Resolution	845*	17,94,55,690
e) Postal ballot forms with dissent for the Resolution.	55*	6,829
Result	Resolution passed with requisite majority	

*includes one case of split voting i.e., voting for both assent as well as dissent.





Y. KOTESWARA RAO

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4. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Company Secretary authorized by the Board to supervise the postal ballot process.
5. You may accordingly declare the result of the voting by postal ballot.

Thanking you,

Place : Secunderabad
Dated : 4.01.2011




Y. Koteswara Rao
Scrutinizer



RESULT OF THE POSTAL BALLOT

Pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules 2001, approval of Members of the Company was sought by means of Postal Ballot vide Notice dated 12th November, 2010, in respect of Special Resolution for Buy Back of Equity Shares of the Company.

Based on the Scrutinizer's Report dated 4th January, 2011, the result of Postal Ballot is as under:

Particulars	No. of postal ballot forms	No. of shares/ votes cast
a) Total Postal ballot forms received	968	17,94,83,550
b) <u>Less:</u> Invalid postal ballot forms (as per register)	69	21,031
c) Net valid postal ballot forms (as per register)	899	17,94,62,519
d) Postal ballot forms with assent for the Resolution	845*	17,94,55,690
e) Postal ballot forms with dissent for the Resolution.	55*	6,829

*includes one case of split voting i.e., voting for both assent as well as dissent.

Accordingly, the Special Resolution as set out in the Notice dated 12th November, 2010 has been approved with requisite majority.

For Deccan Chronicle Holdings Ltd

T. Venkatram Reddy
Chairman

Place : Secunderabad
Dated : 4.01.2011

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**CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED BY SHAREHOLDERS THROUGH
POSTAL BALLOT ON 4TH JANUARY 2011**

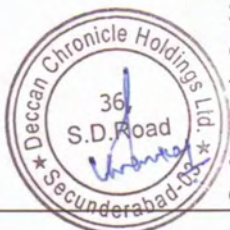
"RESOLVED THAT pursuant to Article 8A of the Articles of Association of the Company and in accordance with the provisions contained in Sections 77A, 77AA, 77B and all other applicable provisions, if any, of the Companies Act, 1956 (the Act) and the provisions contained in the SEBI (Buy Back of Securities) Regulations, 1998 ('Buy Back Regulations') (including any statutory modification(s) or re-enactment of the Act or Buy Back Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall also include a Committee of Directors thereof) the consent of the Company be and is hereby accorded to the Board at its sole option at such time and from time to time as it may consider appropriate to purchase the Company's fully paid up Equity Shares of Rs.2/- each at a price not exceeding Rs.180/- per share for an aggregate amount not exceeding Rs.270 Crores (hereinafter referred to as 'Buyback');

RESOLVED FURTHER THAT the Company may implement the Buyback in one or more tranches, from time to time as it may consider appropriate, from out of its free reserves and/or the share premium account and/or internal accruals and/or such other sources as may be permitted by law and that the Buyback be made from Open Market through the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. (Stock Exchanges) on such terms and conditions as the Board may in its absolute discretion deem fit;

RESOLVED FURTHER THAT for each tranche the Board or any Committee thereof be and is hereby authorised to finalise the terms of the Buyback offer including the price for the Buyback, the amount to be utilised towards the Buyback, the number of equity shares to be bought back, and the source, and the time frame for such Buyback within the statutory period of this resolution;

RESOLVED FURTHER THAT nothing contained herein above shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to buy back any shares, and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback if so permissible by law;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper including the appointment of Merchant Bankers, Brokers, Solicitors, Registrars, Advertising Agencies, Compliance Officer, Investor Service Center and other Consultants or Representatives, incidental to the implementation of the Buyback as also to prefer all applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions for preparation and issue of public notice, public announcement and filing of public announcement with the SEBI and Stock Exchanges, filing of declaration of solvency certificate and filing of certificate of extinguishment and physical destruction of certificates,



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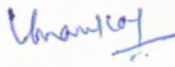
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all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback without being required to seek any further consent or approval of the members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of the above resolution;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the authorities conferred as above to any Director(s)/Officer(s)/Authorised Representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or Advisors."

CERTIFIED TRUE COPY

FOR DECCAN CHRONICLE HOLDINGS LIMITED


V. SHANKAR
COMPANY SECRETARY

