NEW DELHI TELEVISION LIMITED

Regd. Office: 207, Okhla Industrial Estate, Phase III, New Delhi – 110 020, India
CIN: L92111DL1988PLC033099
Tel: (91-11) 4157 7777, 2644 6666 **Fax**: (91-11) 4986 2990
Website: **www.ndtv.com** **E-mail**: **corporate@ndtv.com**

POSTAL BALLOT FORM

Sr No.:

1. Name and Registered Address of the Sole / first named member :

2. Name(s) of the joint- holder(s), if any :

3. Folio No./DP ID*/Client ID* (*applicable only to members holding Equity Shares in dematerialized form). :

4. Number of equity share(s) held as on June 12, 2015 :

5. I / we hereby exercise my / our vote(s) in respect of the following special resolution as at item no. 1, to be approved through postal ballot for the business stated in the Postal Ballot Notice of the Company by conveying my / our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Description of Resolution	Number of Equity Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent from the Resolution (AGAINST)
1.	Alteration of Objects Clause of the Memorandum of Association of the Company			

Place :
Date :

Signature of the member / Authorized Representative
(Strike out whichever is NOT applicable)

Particulars for voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link: **https://evoting.karvy.com**. Particulars for electronic voting are as under:

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting : From 9.00 a.m. (IST) on June 30, 2015

End of voting : At 5.00 p.m. (IST) on July 29, 2015 (both days inclusive)

The facility for voting through electronic means will be disabled for voting by Karvy upon expiry of the aforesaid voting period.

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INSTRUCTIONS

1. There will be one Postal Ballot Form / e-voting, for every Client ID No. / Folio No., irrespective of the number of joint holders.
2. The Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
3. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.
4. A member desiring to exercise vote by Postal Ballot may complete and sign this Postal Ballot Form (in original) and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
5. Alternatively, a member may vote through electronic means as per "E-voting Instructions" in the Postal Ballot Notice sent herewith.
6. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/Depository) by the first-named member and in his / her absence, by the next-named member.
7. The votes of a member will be considered invalid on any of the following grounds:
   a. if the member's signature does not tally;
   b. if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held;
   c. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
   d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
9. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 p.m. IST on July 29, 2015. If any Postal Ballot Form is received after this date, it will be strictly treated as if reply from such member has not been received.
10. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on Friday, June 12, 2015 (cut-off date).
11. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to **corporate@ndtv.com**. The Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member. However, the duly filled in Postal Ballot Forms should reach the Scrutinizer not later than the date specified in item (9) above.
12. Corporate / Institutional members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send scanned certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) (necessary documents) to the Scrutinizer along with completed and signed Postal Ballot Form. In case of E-voting, they may send the above mentioned necessary documents (in PDF Format), to the Scrutinizer at e-mail ID: **hemantsinghcs@gmail.com**. In case of voting through electronic means, they may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "NDTV_EVENT NO."
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.