Courier

July 31, 2015

The Secretary, **BSE Limited,** **25th Floor, Phiroze Jeejeebhoy Towers,** **Dalal Street, Mumbai-400001**	**Asst. Vice President,** **Listing Department,** **National Stock Exchange of India,** **"Exchange Plaza", Bandra Kurla Complex,** **Bandra (East), Mumbai-400051**

Sub: Submission of Postal Ballot Voting Results as per the requirement of Clause 35A of the Listing Agreement

Dear Sirs,

In continuation to our letter dated June 29, 2015 whereby we had submitted Postal Ballot Notice dated June 19, 2015 of New Delhi Television Limited (the Company) for seeking the consent of the members to alter the Objects Clause of Memorandum of Association of the Company.

Mr. Hemant Kumar Singh and Mr. Prashant Kumar Balodia, Practicing Company Secretaries 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. July 31, 2015.

Based on the report of the Scrutinizer(s), the result of postal Ballot (including e-voting) was declared today by Mr. Navneet Raghuvanshi, Company Secretary, by placing it along with Scrutinizer(s) Report on Company's website **www.ndtv.com** and confirmed that the special resolution for alteration in the Objects Clause of the Memorandum of Association of the Company has been passed by the members of the Company through postal ballot (including e-voting) with overwhelming majority.

Postal Ballot (including e-voting) voting results in format prescribed under Clause 35A of the Listing Agreement along with the copy of Scrutinizer(s) Report are enclosed.

Please take aforesaid results on your record.

Thanking You,

Yours faithfully,

For NEW DELHI TELEVISION LIMITED

Navneet Raghuvanshi
Company Secretary

Enclosed as above

New Delhi Television Limited - Voting Results of Postal Ballot as per Clause 35A of the Listing Agreement

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the consent of the members of New Delhi Television Limited (the Company) was sought on the below mentioned special resolution as set out in the Postal Ballot Notice dated June 19, 2015 through e-voting/physical ballot. Mr. Hemant Kumar Singh and Mr. Prashant Kumar Balodia, Practicing Company Secretaries, had submitted their report dated July 31, 2015.

Date of Declaration of Postal Ballot Result	July 31, 2015
Total No. of shareholders on record Date/cut off date (June 12, 2015)	43700
No. of Shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

Details of Agenda - Alteration in the Objects Clause of the Memorandum of Association of the Company

Resolution required - Special Resolution

Mode of voting - Postal Ballot including E-voting

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	39615168	39615168	100.000	39615168	0	100.000	0
Public – Institutional holders	4207705	0	0.000	0	0	0	0
Public-Others	20648394	216197	1.047	215378	819	99.621	0.379
Total	**64471267**	**39831365**	61.782	**39830546**	**819**	**99.998**	**0.002**

The above resolution has been duly approved with requisite majority by the members of the Company as Special resolution

For NEW DELHI TELEVISION LIMITED

NEW DELHI TELEVISION LTD. 207, Okhla Industrial Estate-III NEW DELHI-20

Navneet Raghuvanshi
Company Secretary

Date- July 31, 2015
Place - New Delhi

NDTV Archana,Greater Kailash-1

SCRUTINIZER'S REPORT

Dr. Prannoy Roy
Executive Co-Chairperson
New Delhi Television Limited
207, Okhla Industrial Estate
Phase – III
New Delhi – 110 020

Sub: Scrutinizers Report on approving of resolution through postal ballot under the relevant provisions of the Companies Act 2013 read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force)

Dear Sir,

In terms of Section 110 of the Companies Act 2013 read with Companies (Management and Administration) Rules 2014, the Board of Directors of the Company vide a resolution dated 12th day of June 2015, have appointed us as the scrutinizers for conducting the postal ballot (including e-voting) process in a fair and transparent manner, for special business w.r.t. "Alteration in Objects Clause of the Memorandum of Association of The Company" by approving the special resolution by the members of the Company.

1. The Company completed the dispatch (including electronic mode) of Postal Ballot Notices to its Members on 29.06.2015, through courier mode and e-mails to the respective members registered with the Company.

2. The Company published an advertisement regarding completion of dispatch of Postal Ballot Notice in Business Standard (English) and Business Standard (Hindi) on 30.06.2015.

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. The Register is annexed to this report.

4. The Postal Ballot forms are kept under our safe custody.

5. The Postal Ballot forms were duly opened in the presence of CS Pratham Malhotra and Saket Kumar Singh.

All Postal Ballot forms and e-voting received till 5 p.m. on 29.07.2015, the last date and time fixed by the Company for receipt of the postal ballot forms and e-voting are considered by us for scrutiny.

NEW DELHI TELEVISION LTD. 207, Okhla Industrial Estate-III NEW DELHI-20

7. The Company has engaged the services of KARVY for the purpose of providing e-voting facility to all its members, as the Authorized Agency to provide e-voting facility. The members have exercised their voting either by electronic or physical mode. Members opting for e-voting facility, have casted their e-votes, on URL: https://evoting.karvy.com, provided by KARVY.

8. As per the provisions of the Companies Act, 2013 and rules made thereunder, the Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. Incase Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid. Accordingly, we have declared vote by postal ballot of one member, who casted the vote through both the facilities, invalid.

9. Envelopes containing postal ballot forms received after 5.00 p.m. of 29.07.2015, if any, are not considered by us for scrutiny.

10. We found two defaced ballot papers.

11. The following item was proposed as a Special Resolution and marked as Item No. 1 of Postal Ballot Notice dated 19.06.2015.

Alteration in Objects Clause of the Memorandum of Association of the Company

Results of Postal Ballot (including e-voting) are given below:

Particulars	Total No. of shares (Through Postal Ballot Forms and E-Voting)	Percentage (%)
Total number of votes received	39834185	100
Less: No. of Invalid Votes Casted	2812	00.00705
Less: No. of Votes not Polled*	08	00.00002
Net valid number of votes casted	39831365	99.99292
Total number of votes which have been casted in favour of the Resolution	39830546	99.99086
Total number of votes which have been casted against the Resolution	819	00.00205

*Less Voting

Note: One share is equal to one vote

DELHI TELEVISION LTD. 207, Okhla Industrial Estate-III NEW DELHI-20

For P. Balodia & Co.
Company Secretaries

(Prashant Kumar Balodia)
Partner
FCS 6047

Date: 31.07.2015
Place: Delhi

For Hemant Singh & Associates
Company Secretaries

(Hemant Kumar Singh)
Partner
FCS 6033

NEW DELHI TELEVISION LTD.
26/1, Okhla Industrial Estate-III
NEW DELHI-20