

June 27, 2023

The Secretary, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400 001	The Asst. Vice-President, The National Stock Exchange of India Limited “Exchange Plaza” Bandra Kurla Complex, Bandra (East) Mumbai-400 051
Scrip Code: 532529	Scrip Symbol: NDTV

Sub: Voting Results and Scrutinizer’s Report on the Postal Ballot

Dear Sir/ Ma’am,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, please find enclosed herewith the details of Voting Results and Scrutinizer’s Report on the Postal Ballot conducted by the Company.

The Company had provided e-voting facility to Members through National Securities Depository Limited. The e-voting period commenced on Saturday, May 27, 2023 at 09:30 A.M. (IST) and ended on Sunday, June 25, 2023 at 5:00 P.M. (IST).

You are requested to kindly take the same on record.

Thanking you,

Yours sincerely,

For New Delhi Television Limited

Parinita Bhutani Duggal
Company Secretary and Compliance Officer

Encl: As above

VISHAL ARORA & ASSOCIATES

COMPANY SECRETARIES

Scrutinizer Report on Remote E-Voting in Respect of Resolutions Proposed through Postal Ballot

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Board of Director
New Delhi Television Limited
B-50 A, 2nd Floor, Archana Complex,
Greater Kailash-I, New Delhi - 110048

Dear Sir,

Re: Report of Scrutinizer on passing of resolution through Postal Ballot only by way of remote E-voting of New Delhi Television Limited ("the Company")

1. The Board of Directors of the Company, by Resolution passed on May 01, 2023, has appointed us as Scrutinizer for conducting the postal ballot (e-voting process) for passing the resolutions as set out in the Notice of Postal Ballot dated May 1, 2023.
2. In terms of the General Circular No. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 02/2021, 10/2021, 20/2021, 3/2022, 11/2022 dated April 8th 2020, April 13th, 2020, May 5th, 2020, June 15th, 2020, September 28th, 2020, December 31st, 2020, January 13th, 2021, June 23rd 2021, December 8th 2021, May 5th, 2022 and December 28, 2022 (collectively referred to as the "MCA Circulars") the Company had sent this postal ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelopes were not sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members took place through the remote e-voting system only. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company had made arrangement for registration of email addresses in terms of the MCA Circulars. The Notice had also been placed on website of the Company at www.ndtv.com and e-voting website at <https://www.evotingindia.com> and was also available on the website of stock exchanges at www.bseindia.com and www.nseindia.com.

We submit our report as under:

3. The Notice of postal ballot dated May 1, 2023, along with the statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts and disclosures as required to be stated under Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, was sent electronically by email to the members whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e. May 19, 2023.

B-10, 2nd floor, Sector-1, Noida-201301 India

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e-mail: info@legumamicuss.com; Website : www.legumamicuss.com



4. For the members who had not registered their e-mail address in the records of Company/Depositories, the Postal Ballot Notice was made available on the Company's website www.ndtv.com, on the Stock Exchange websites (www.bseindia.com and www.nseindia.com) and on the e-voting website of National Securities Depository Limited (NSDL) at (www.evoting.nsdl.com).
5. The Company has issued a public notice by way of newspaper advertisement on May 27, 2023, in "Financial Express" (all editions) in English and "Jansatta" in Hindi regarding dispatch of Notice of Postal Ballot alongwith Remote E-voting information pursuant to the provisions of Rule 22(3) of the Companies (Management and Administration) Rules, 2014.
6. The Company has offered E-voting through National Securities Depository Limited (NSDL) and the facility of remote e-voting commenced on Saturday, May 27, 2023, at 09:30 A.M. (IST) and ended on Sunday, June 25, 2023, at 5:00 P.M. (IST).
7. Equity shareholders of the Company holding shares as on May 19, 2023 ("cut-off date") were entitled to vote on the resolutions as set out in the Notice.
8. Details of equity shareholders who have casted votes through remote e-voting were downloaded from the e-voting website of National Securities Depository Limited (NSDL) at (www.evoting.nsdl.com).
9. Votes casted through remote e-voting were unblocked on June 26, 2023 at 11:30 A.M. in the presence of two witnesses, Ms. Ayushi Kesarwani and Ms. Rishu Bansal, who were not in the employment of the Company and who have signed below as witness to the unblocking of the votes.
10. Result of e-voting through Postal Ballot in respect to the proposed resolutions as set out in the Notice is as under:

Resolution-1: Special Resolution

Appointment of Mr. Sanjay Pugalia (DIN: 08360398) as a Whole-time Director of the Company (from existing Non - Executive Director)

Valid Votes

Particulars	Number of members casted votes	Number of votes casted	(%)
Assent	336	22974898	99.91
Dissent	50	21044	0.09
Total	386	22995942	100.00

Invalid/Abstained votes

Invalid/Abstained	Total number of members whose votes we declared invalid/ abstained	Total number of votes
Invalid	0	0
Abstained	0	0
Total	0	0

Based on the above, I report that the Resolution has been passed with requisite majority.



Resolution-2: Special Resolution

Appointment of Mr. Senthil Sinniah Chengalvarayan (DIN: 02330757) as a Whole-time Director of the Company (from existing Non - Executive Director)

Valid Votes

Particulars	Number of members casted votes	Number of votes casted	(%)
Assent	331	22956040	99.91
Dissent	50	20696	0.09
Total	381	22976736	100.00

Invalid/Abstained votes

Invalid/Abstained	Total number of members whose votes we declared invalid/ abstained	Total number of votes
Invalid	0	0
Abstained	0	0
Total	0	0

Based on the above, I report that the Resolution has been passed with requisite majority.

Resolution-3: Special Resolution

Appointment of Mr. Upendra Kumar Sinha (DIN: 00010336) as an Independent Director of the Company

Valid Votes

Particulars	Number of members casted votes	Number of votes casted	(%)
Assent	334	22985021	99.96
Dissent	45	10287	0.04
Total	379	22995308	100.00

Invalid/Abstained votes

Invalid/Abstained	Total number of members whose votes we declared invalid/ abstained	Total number of votes
Invalid	0	0
Abstained	0	0
Total	0	0

Based on the above, I report that the Resolution has been passed with requisite majority.



Resolution-4: Special Resolution

Appointment of Ms. Dipali Balkrishan Goenka (DIN: 00007199), as an Independent Woman Director of the Company

Valid Votes

Particulars	Number of members casted votes	Number of votes casted	(%)
Assent	340	22985447	99.96
Dissent	40	10222	0.04
Total	380	22995669	100.00

Invalid/Abstained votes

Invalid/Abstained	Total number of members whose votes we declared invalid/ abstained	Total number of votes
Invalid	0	0
Abstained	0	0
Total	0	0

Based on the above, I report that the Resolution has been passed with requisite majority.

Resolution-5: Special Resolution

Approval of remuneration payable to Non-Executive Directors including Independent Directors of the Company

Valid Votes

Particulars	Number of members casted votes	Number of votes casted	(%)
Assent	321	22973996	99.91
Dissent	59	21358	0.09
Total	380	22995354	100.00

Invalid/Abstained votes

Invalid/Abstained	Total number of members whose votes we declared invalid/ abstained	Total number of votes
Invalid	0	0
Abstained	0	0
Total	0	0

Based on the above, I report that the Resolution has been passed with requisite majority.



Resolution-6: Ordinary Resolution

Approval of Material Related Party Transactions of the Company

Valid Votes

Particulars	Number of members casted votes	Number of votes casted	(%)
Assent	330	79311	88.37
Dissent	49	10441	11.63
Total	379	89752	100.00

Invalid/Abstained votes

Invalid/Abstained	Total number of members whose votes we declared invalid/ abstained	Total number of votes
Invalid	0	0
Abstained	0	0
Total	0	0

Based on the above, I report that the Resolution has been passed with requisite majority.

Resolution-7: Ordinary Resolution

Approval of Material Related Party Transactions of Subsidiary of the Company

Valid Votes

Particulars	Number of members casted votes	Number of votes casted	(%)
Assent	327	69944	76.98
Dissent	55	20917	23.02
Total	382	90861	100.00

Invalid/Abstained votes

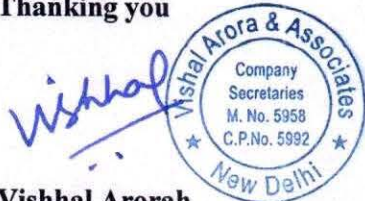
Invalid/Abstained	Total number of members whose votes we declared invalid/ abstained	Total number of votes
Invalid	0	0
Abstained	0	0
Total	0	0

Based on the above, I report that the Resolution has been passed with requisite majority.



11. Registers, Evidence of Voting and all other relevant records relating to Postal Ballot Process shall remain in our safe custody until the Chairman considers, approves and signs the Minutes and the same shall be handed over thereafter to the Company Secretary of the Company for safe keeping.

Thanking you



Vishal Arora
Vishal Arora & Associates
Company Secretaries
M. No.: F5958, CP No. 5992
UDIN: F005958E000510594
Noida, June 27, 2023

Countersigned by
For New Delhi Television Limited

Parinita Bhutani Duggal
Company Secretary & Compliance Officer
M. No.: 41270

We, the undersigned witnesseth that the votes casted through remote e-voting under the postal ballot process, were unblocked from the e-voting website of National Securities Depository Limited (NSDL) in our presence at 11:30 A.M. on June 26, 2023.

A handwritten signature in blue ink, appearing to read "Ayushi Kesarwani".

Ayushi Kesarwani
B-10, 2nd Floor, Sector-1, Noida-201301
Noida, June 27, 2023

A handwritten signature in blue ink, appearing to read "Rishu Bansal".

Rishu Bansal
B-10, 2nd Floor, Sector-1, Noida-201301
Noida, June 27, 2023

Postal Ballot E-Voting Results

Period of Postal Ballot	E-voting Period from May 27, 2023, 9:30 a.m. to June 25, 2023, 5:00 p.m.
Total number of shareholders as on cut- off date i.e. February 10, 2023	101316 Shareholders
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable

Resolution No.		1									
Resolution required: (Ordinary/ Special)		SPECIAL – Appointment of Mr. Sanjay Pugalia (DIN: 08360398) as a Whole-time Director of the Company (from existing Non - Executive Director)									
Whether promoter/ promoter group are interested in the agenda / resolution?		No									
S. 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	Votes Invalid	Votes Abstained
A.	Promoter and Promoter Group	E-Voting	44945960	22905665	50.96	22905665	0	100	0.00	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		44945960	22905665	50.96	22905665	0	100	0.00	0
B.	Public- Institutions	E-Voting	1940110	10499	0.54	0	10499	0.00	100	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		1940110	10499	0.54	0	10499	0	100	0
C.	Public- Non-Institutions	E-Voting	1758519	79778	0.45	69233	10545	86.78	13.22	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		1758519	79778	0.45	69233	10545	86.78	13.22	0
Total (A+B+C)			64471267	22995942	35.66	22974898	21044	99.91	0.09	0	0



Resolution No.		2									
Resolution required: (Ordinary/Special)		SPECIAL – Appointment of Mr. Senthil Sinniah Chengalvarayan (DIN: 02330757) as a Whole-time Director of the Company (from existing Non - Executive Director)									
Whether promoter/ promoter group are interested in the agenda / resolution?		No									
S. 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	Votes Invalid	Votes Abstained
A.	Promoter and Promoter Group	E-Voting	44945960	22905665	50.96	22905665	0	100	0.00	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		44945960	22905665	50.96	22905665	0	100	0.00	0
B.	Public- Institutions	E-Voting	1940110	10499	0.54	0	10499	0.00	100	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		1940110	10499	0.54	0	10499	0	100	0
C.	Public- Non-Institutions	E-Voting	17585197	60572	0.34	50375	10197	83.17	16.83	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		17585197	60572	0.34	50375	10197	83.17	16.83	0
Total (A+B+C)			64471267	22976736	35.63	22956040	20696	99.91	0.09	0	0



Resolution No.		3									
Resolution required: (Ordinary/Special)		SPECIAL – Appointment of Mr. Upendra Kumar Sinha (DIN: 00010336) as an Independent Director of the Company									
Whether promoter/ promoter group are interested in the agenda / resolution?		No									
S. 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	Votes Invalid	Votes Abstained
A.	Promoter and Promoter Group	E-Voting	44945960	22905665	50.96	22905665	0	100	0.00	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		44945960	22905665	50.96	22905665	0	100	0.00	0
B.	Public- Institutions	E-Voting	1940110	10499	0.54	10499	0	100	0.00	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		1940110	10499	0.54	10499	0	100	0.00	0
C.	Public- Non-Institutions	E-Voting	17585197	79144	0.45	68857	10287	87.00	13.00	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		17585197	79144	0.45	68857	10287	87.00	13.00	0
Total (A+B+C)			64471267	22995308	35.67	22985021	10287	99.96	0.04	0	0



Resolution No.		4									
Resolution required: (Ordinary/Special)		SPECIAL – Appointment of Ms. Dipali Balkrishan Goenka (DIN: 00007199), as an Independent Woman Director of the Company									
Whether promoter/ promoter group are interested in the agenda / resolution?		No									
S. 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	Votes Invalid	Votes Abstained
A.	Promoter and Promoter Group	E-Voting	44945960	22905665	50.96	22905665	0	100	0.00	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		44945960	22905665	50.96	22905665	0	100	0.00	0
B.	Public- Institutions	E-Voting	1940110	10499	0.54	10499	0	100	0.00	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		1940110	10499	0.54	10499	0	100	0.00	0
C.	Public- Non-Institutions	E-Voting	17585197	79505	0.45	69283	10222	87.14	12.86	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		17585197	79505	0.45	69283	10222	87.14	12.86	0
Total (A+B+C)			64471267	22995669	35.66	22985447	10222	99.96	0.04	0	0



Resolution No.		5									
Resolution required: (Ordinary/Special)		SPECIAL – Approval of remuneration payable to Non-Executive Directors including Independent Directors of the Company									
Whether promoter/ promoter group are interested in the agenda / resolution?		No									
S. 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	Votes Invalid	Votes Abstained
A.	Promoter and Promoter Group	E-Voting	44945960	22905665	50.96	22905665	0	100	0.00	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		44945960	22905665	50.96	22905665	0	100	0.00	0
B.	Public- Institutions	E-Voting	1940110	10499	0.54	0	10499	0	100	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		1940110	10499	0.54	0	10499	0	100	0
C.	Public- Non-Institutions	E-Voting	17585197	79190	0.45	68331	10859	86.29	13.71	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		17585197	79190	0.45	68331	10859	86.29	13.71	0
Total (A+B+C)			64471267	22995354	35.67	22973996	21358	99.90	0.10	0	0



Resolution No.		6									
Resolution required: (Ordinary/Special)		ORDINARY – Approval of Material Related Party Transactions of the Company									
Whether promoter/ promoter group are interested in the agenda / resolution?		Yes									
S. 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	Votes Invalid	Votes Abstained
A.	Promoter and Promoter Group	E-Voting	44945960	0	0.00	0	0	0.00	0.00	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		44945960	0	0.00	0	0	0.00	0.00	0
B.	Public- Institutions	E-Voting	1940110	10499	0.54	10499	0	100	0.00	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		1940110	10499	0.54	10499	0	100	0.00	0.00
C.	Public- Non-Institutions	E-Voting	17585197	79253	0.45	68812	10441	86.83	13.17	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		17585197	79253	0.45	68812	10441	86.83	13.17	0
Total (A+B+C)			64471267	89752	0.14	79311	10441	88.37	11.63	0	0



Resolution No.		7									
Resolution required: (Ordinary/Special)		ORDINARY – Approval of Material Related Party Transactions of Subsidiary of the Company									
Whether promoter/ promoter group are interested in the agenda / resolution?		Yes									
S. 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	Votes Invalid	Votes Abstained
A.	Promoter and Promoter Group	E-Voting	44945960	0	0.00	0	0	0.00	0.00	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		0	0.00	0	0	0.00	0.00	0	0
B.	Public- Institutions	E-Voting	1940110	10499	0.54	0	10499	0.00	100	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		10499	0.54	0	10499	0.00	100	0	0
C.	Public- Non-Institutions	E-Voting	17585197	80362	0.46	69944	10418	87.0	13.0	0	0
		Poll		0	0.00	0	0	0.00	0.00	0	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0
		Total		17585197	80362	0.46	69944	10418	87.0	13.0	0
Total (A+B+C)			64471267	90861	0.14	69944	20917	77.0	23.0	0	0

