

September 04, 2019

**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 31st 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 31st Annual General Meeting (AGM) of the Company held on September 2, 2019 in the prescribed format. All three (3) 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 August 29, 2019 to September 01, 2019 and physical poll conducted through ballot at the venue of the AGM, respectively.

You are requested to take the same on record.

Thanking you

Yours faithfully,

For New Delhi Television Limited

**SHIV RAM
SINGH**

(Shiv Ram Singh)

Company Secretary & Compliance Officer

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NEW DELHI TELEVISION LIMITED - Voting results of 31st AGM as per regulation 44(3) of SEBI (LODR) 2015

Date of the AGM/EGM	02-09-2019
Total number of shareholders on record date	48469
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	33433
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - Adoption of audited financial statements (standalone and consolidated) for the financial year ended March 31, 2019 and the reports of Board of Directors and Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	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
Promoter and Promoter Group	E-Voting	39,615,168	39,615,168	100.0000	39,615,168	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,615,168	100.0000	39,615,168	0	100.0000	0.0000
Public- Institutions	E-Voting	9,136,940	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	15,719,159	6,496	0.0413	6,496	0	100.0000	0.0000
	Poll		66,722	0.4245	66,722	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		73,218	0.4658	73,218	0	100.0000	0.0000
Total		64,471,267	39,688,386	61.5598	39,688,386	0	100.0000	0.0000

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Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - Re-appointment of Dr. Prannoy Roy (DIN 00025576), who retires by rotation and being eligible, offers himself for re-appointment							
Whether promoter/ promoter group are interested in the agenda/resolution?	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
Promoter and Promoter Group	E-Voting	39,615,168	39,615,168	100.0000	39,615,168	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,615,168	100.0000	39,615,168	0	100.0000	0.0000
Public- Institutions	E-Voting	9,136,940	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	15,719,159	6,496	0.0413	6,496	0	100.0000	0.0000
	Poll		66,722	0.4245	66,722	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		73,218	0.4658	73,218	0	100.0000	0.0000
Total		64,471,267	39,688,386	61.5598	39,688,386	0	100.0000	0.0000

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION- Ratification of remuneration to be paid to M/s Sanjay Gupta & Associates, Cost Accountants of the Company for financial year 2019-20.							
Whether promoter/ promoter group are interested in the agenda/resolution?	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
Promoter and Promoter Group	E-Voting	39,615,168	39,615,168	100.0000	39,615,168	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,615,168	100.0000	39,615,168	0	100.0000	0.0000

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Public- Institutions	E-Voting	9,136,940	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	15,719,159	6,496	0.0413	6,496	0	100.0000	0.0000
	Poll		66,722	0.4245	66,722	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		73,218	0.4658	73,218	0	100.0000	0.0000
	Total	64,471,267	39,688,386	61.5598	39,688,386	0	100.0000	0.0000

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Consolidated Scrutinizer's Report

[Pursuant to section 108,109of 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 Chairperson,
New Delhi Television Limited

31st(Thirty First) Annual General Meetingof the Equity Shareholders of **New Delhi Television Limited** held on Monday, September2, 2019 at 3:00 p.m. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110010.

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-110092and Prashant KumarBalodia, Partner of PDS & Co, Practicing Company Secretaries, having its office at A-53, First Floor, Gurunanakpura, 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 30, 2019 convening the 31stAnnual General Meeting of the Equity Shareholders of the Company held on Monday, September 2, 2019 at 3:00 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 31stAGM 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 AGMare 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 Chairperson on the resolutions, based on the reports generated from the electronic voting system provided by KarvyFintech 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 31stAGM was completed on August 9, 2019.Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015), the 'Advertisement' publishedin English and Hindi language newspapers on August10, 2019.



3. The remote e-voting period started from, August 29, 2019(09:00 a.m. IST) and ended on, September 1, 2019(05:00 p.m. IST) (both days inclusive).
4. The Equity Shareholders holding shares as on Monday, August 26, 2019 (the "Cut-off date") were entitled to vote on the resolutions stated in the Notice of the 31st AGM of the Company.
5. After declaration of voting by use of ballot by the Chairperson 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. The Folio No. mentioned on 6 ballot papers were not found in the records of the Company. We have not considered the same in our report.
7. The votes on remote e-voting were unblocked at around 3:30 p.m., after conclusion of voting at the AGM in the presence of two witnesses who were 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 Chairperson.
8. The total votes cast in favour or against all the resolutions proposed in the Notice of the 31stAGM are as under:

a) **Resolution-1: Ordinary Resolution**

Adoption of audited financial statements (standalone and consolidated) for the financial year ended March 31, 2019 and the reports of Board of Directors and Auditors thereon.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	24	3,96,21,664	99.83
Voting by poll	66	66,722	0.17
Total	90	3,96,88,386	100

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0.00
Voting by poll	0	0	0.00
Total	0	0	0.00



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

b) **Resolution-2: Ordinary Resolution**

Re-appointment of Dr. Prannoy Roy (DIN: 00025576), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	3,96,21,664	99.83
Voting by poll	66	66,722	0.17
Total	90	3,96,88,386	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0.00
Voting by poll	0	0	0.00
Total	0	0	0.00

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

c) **Resolution-3: Ordinary Resolution**

Ratification of remuneration to be paid to M/s Sanjay Gupta & Associates, Cost Accountants of the Company for financial years 2019-20.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	3,96,21,664	99.83
Voting by poll	66	66,722	0.17
Total	90	3,96,88,386	100

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0.00
Voting by poll	0	0	0.00
Total	0	0	0.00



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

All relevant records of voting will remain in our custody until the Chairperson considers, approves and signs the minutes of the 31st Annual General Meeting and the same shall be handed over thereafter to the Chairperson/Company Secretary for safe keeping.

Based on the above voting all resolutions as set out in the Notice convening 31st AGM of the Company are passed with requisite majority. Accordingly, we request the Chairperson to announce the results of the meeting.

For PDS & Co.
(Company Secretaries)



Prashant Kumar Balodia
(Partner)
FCS-6047

Place: New Delhi
Date: 04.09.2019

For Hemant Singh & Associates
(Company Secretaries)



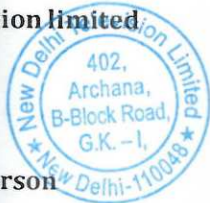
Hemant Kumar Singh
(Partner)
FCS-6033

Countersigned by:

For New Delhi television limited


Dr. Prannoy Roy

Executive Co-Chairperson



Place: New Delhi
Date: 04.09.2019