

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

26th Annual General Meeting of the Equity Shareholders of NEW DELHI TELEVISION LIMITED

Held on 8th September, 2014 at 3.30 p.m.

At Air Force Auditorium, Subroto Park,

Dhaura Kuan, New Delhi-110010

Dear Sir,

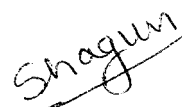
I, Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates, Practicing Company Secretaries having its office at 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, New Delhi-110092, appointed as Scrutinizer of NEW DELHI TELEVISION LIMITED ("Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, submit my report as under:

1. The e-voting period remained open from 9 a.m. on 2nd September, 2014 to 6 p.m. on 4th September, 2014.
2. The shareholders holding shares as on the "cut off" date i.e. 1st August, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 16 as set out in the Notice of the 26th Annual General Meeting of NEW DELHI TELEVISION LIMITED)

The votes were unblocked on 5th September, 2014 around 12.30 P.M in the presence of two witnesses, CS Chaitanya Kumar Jha R/o. D -197, Sharma Nivas, Gali No.8, Laxmi Nagar, Delhi - 110092 and Ms. Shagun Maheshwari R/o 38/1, East Patel Nagar, New Delhi-110008 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: (CS Chaitanya Kumar Jha)



Name: (Ms. Shagun Maheshwari)

3. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Karvy Computershare Private Limited (<http://evoting.karvy.com>). The same has been marked as Annexure-1.



4. The result of the e-voting is as under:

- (a). **Resolution 1- To receive, consider and adopt the audited statement of Profit and Loss for the financial year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.**

- i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
20	20967899	99.998

- ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
1	500	0.002

- iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
1*	10

* Abstain From Voting

- (b). **Resolution 2- To appoint a Director in place of Mr. K.V.L. Narayan Rao, who retires by rotation and being eligible, offers himself for re-appointment.**

- i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
19	20845621	99.998



ii. Voted against the resolution:

Number of members voted through electronic system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
1	500	0.002

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
2*	122288

* Abstain From Voting

(c). **Resolution 3- Appointment of auditors of the Company and fixing their remuneration.**

i. Voted in favour of the resolution:

Number of members voted through electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
20	20967409	100

ii. Voted against the resolution:

Number of members voted through electronic system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
Nil	Nil	Nil

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
1*	1000

* Abstain From Voting



(d) **Resolution 4- Ratification of appointment of the Cost Auditor for the Financial Year ending March 31, 2015**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
20	20967409	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
Nil	Nil	Nil

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes caste by members whose votes were declared invalid
1*	1000

* Abstain From Voting

(e) **Resolution 5- Appointment of Mr. Amal Ganguli as an Independent Director.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
19	20967399	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
1	10	0.00



iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
1*	1000

* Abstain From Voting

(f) **Resolution 6- Appointment of Mr. Vijaya Bhaskar Menon as an Independent Director.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
19	20967399	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
1	10	0.00

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
1*	1000

* Abstain From Voting

(g) **Resolution 7- Appointment of Mr. Pramod Bhasin as an Independent Director.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
19	20967399	100



ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
1	10	0.00

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
1*	1000

* Abstain From Voting

(h) **Resolution 8- Appointment of Ms. Indrani Roy as an Independent Director.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
19	20967399	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
1	10	0.00

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
1*	1000

* Abstain From Voting



(i) **Resolution 9- Re-appointment of Dr. Prannoy Roy as a Director liable to retire by rotation.**

i. Voted in favour of the resolution:

Number of members voted through electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
18	167159	100

ii. Voted against the resolution:

Number of members voted through electronic system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
1	10	0.00

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
2*	20801240

* Abstain From Voting

(j) **Resolution 10- Re-appointment of Dr. Prannoy Roy as Executive Co - Chairperson.**

i. Voted in favour of the resolution:

Number of members voted through electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
18	167159	100

ii. Voted against the resolution:

Number of members voted through electronic system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
1	10	0.00



iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
2*	20801240

* Abstain From Voting

(k) **Resolution 11- Re-appointment of Mrs. Radhika Roy as Executive Co – Chairperson.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
18	167159	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
1	10	0.00

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
2*	20801240

* Abstain From Voting

(l) **Resolution 12- Revision in remuneration of Mr. K.V.I. Narayan Rao, Executive Vice – Chairperson.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
18	20846096	100



ii. Voted against the resolution:

Number of members voted through electronic system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
1	25	0.00

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
2*	122288

* Abstain From Voting

(m) **Resolution 13- Revision in remuneration of Mr. Vikramaditya Chandra, Group CEO & Executive Director.**

i. Voted in favour of the resolution:

Number of members voted through electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
18	20925684	100

ii. Voted against the resolution:

Number of members voted through electronic system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
1	25	0.00

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
2*	42700

* Abstain From Voting



(n) **Resolution 14- Annual Remuneration to Non – Executive Directors for the financial year 2013 – 14.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
19	20968374	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
2	35	0.00

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by members whose votes were declared invalid
Nil	Nil

(o) **Resolution 15- Approval for payment of remuneration to Mr. K.V.L. Narayan Rao as Non – Executive Director of NDTV Networks Limited, Subsidiary Company.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
17	20846086	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
2	35	0.00



iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes caste by members whose votes were declared invalid
2*	122288

* Abstain From Voting

(p) **Resolution 16- Approval for payment of remuneration to Mr. Vikramaditya Chandra as CEO of NDTV Networks Limited, Subsidiary Company.**

i. Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast in favour of the resolution
17	20925674	100

ii. Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast against the resolution
2	35	0.00

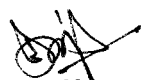
iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes caste by members whose votes were declared invalid
2*	42700

* Abstain From Voting

5. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

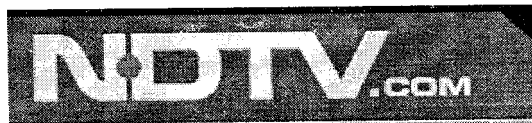
Thanking you,
Yours faithfully,



Hemant Kumar Singh
Partner,
M/s Hemant Singh & Associates
Practicing Company Secretaries



Place: Delhi
Date: 08.09.2014



Resolution	Mode	Ballots Received	Total Shares	Favour		Against		Invalid	
				Ballots	Votes	Ballots	Votes	Ballots	Votes
1	ELE	21	20968409	20	20967899	1	500	1	10
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	20	20967899	1	500	1	10
2	ELE	21	20968409	19	20845621	1	500	2	122288
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	19	20845621	1	500	2	122288
3	ELE	21	20968409	20	20967409	0	0	1	1000
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	20	20967409	0	0	1	1000
4	ELE	21	20968409	20	20967409	0	0	1	1000
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	20	20967409	0	0	1	1000
5	ELE	21	20968409	19	20967399	1	10	1	1000
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	19	20967399	1	10	1	1000
6	ELE	21	20968409	19	20967399	1	10	1	1000
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	19	20967399	1	10	1	1000
7	ELE	21	20968409	19	20967399	1	10	1	1000
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	19	20967399	1	10	1	1000
8	ELE	21	20968409	19	20967399	1	10	1	1000
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	19	20967399	1	10	1	1000
9	ELE	21	20968409	18	167159	1	10	2	20801240
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	18	167159	1	10	2	20801240



10	ELE	21	20968409	18	167159	1	10	2	20801240
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	18	167159	1	10	2	20801240
11	ELE	21	20968409	18	167159	1	10	2	20801240
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	18	167159	1	10	2	20801240
12	ELE	21	20968409	18	20846096	1	25	2	122288
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	18	20846096	1	25	2	122288
13	ELE	21	20968409	18	20925684	1	25	2	42700
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	18	20925684	1	25	2	42700
14	ELE	21	20968409	19	20968374	2	35	0	0
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	19	20968374	2	35	0	0
15	ELE	21	20968409	17	20846086	2	35	2	122288
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	17	20846086	2	35	2	122288
16	ELE	21	20968409	17	20925674	2	35	2	42700
	PHY	0	0	0	0	0	0	0	0
	TOTAL	21	20968409	17	20925674	2	35	2	42700

