

March 22, 2023

The Secretary, BSE Limited Corporate Services Department Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400 001	The Asst. Vice-President, The National Stock Exchange of India Limited Corporate Communications Department “Exchange Plaza” Bandra Kurla Complex, Bandra (East) Mumbai-400051
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 Sunday, February 19, 2023 at 09:30 A.M. (IST) and ended on Monday, March 20, 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 Chairman
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 February 07, 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 February 18, 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 18th February, 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. February 10, 2023.

N-145A, Ground Floor, Greater Kailash - I, New Delhi - 110 048, India

Telefax: +91 11 4987 2987, Tel: +91 11 4987 2987

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 February 19, 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 Sunday, February 19, 2023, at 09:30 A.M. (IST) and ended on Monday, March 20, 2023, at 5:00 P.M. (IST).
7. Equity shareholders of the Company holding shares as on February 10, 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 March 20, 2023 at 05:09 p.m. in the presence of two witnesses, Ms. Navita Nagpal 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: Ordinary Resolution

Appointment of Mr. Sanjay Pugalia (DIN: 08360398) as Non-Executive Director of the Company

Valid Votes

Particulars	Number of members casted votes	Number of votes casted	(%)
Assent	286	23080949	99.43
Dissent	67	132094	0.57
Total	353	23213043	100.00

Invalid/Abstained votes

Invalid/Abstained	Total number of members whose votes were 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: Ordinary Resolution

Appointment of Mr. Senthil Sinniah Chengalvarayan (DIN: 02330757) as Non-Executive Director of the Company

Valid Votes

Particulars	Number of members casted votes	Number of votes casted	(%)
Assent	284	23076663	99.41
Dissent	68	136350	0.59
Total	352	23213013	100.00

Invalid/Abstained votes

Invalid/Abstained	Total number of members whose votes were 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: Ordinary Resolution

Appointment of Mr. Aman Kumar Singh (DIN: 02860208) as Non-Executive Director of the Company

Valid Votes

Particulars	Number of members casted votes	Number of votes casted	(%)
Assent	284	23078600	99.42
Dissent	67	134403	0.58
Total	351	23213003	100.00

Invalid/Abstained votes

Invalid/Abstained	Total number of members whose votes were 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 Mr. Sunil Kumar (DIN: 07379007) as an Independent Director of the Company

Mr. Sunil Kumar has resigned from the directorship of the Company with effect from March 09, 2023. Accordingly, I report that the votes casted has not been considered and the resolution has been set aside.

Resolution-5: Special Resolution

Appointment of Mr. Viral Jagdish Doshi (DIN: 00583487) as an Independent Director of the Company

Valid Votes

Particulars	Number of members casted votes	Number of votes casted	(%)
Assent	292	23192014	99.91
Dissent	60	20999	0.09
Total	352	23213013	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

Reclassification of the promoters of the Company from “Promoter” to “Public” Category

Valid Votes

Particulars	Number of members casted votes	Number of votes casted	(%)
Assent	298	23198588	99.94
Dissent	54	14425	0.06
Total	352	23213013	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 with NDTV Convergence Limited

Valid Votes

Particulars	Number of members casted votes	Number of votes casted	(%)
Assent	293	290801	94.66
Dissent	56	16397	5.34
Total	349	307198	100.00

Invalid/Abstained votes

Invalid/Abstained	Total number of members whose votes were 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: F005958D003305287
Noida, March 22, 2023

Countersigned by
For M/s 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 05:09 P.M. on March 20, 2023.


Charu Goel

B-10, 2nd Floor, Sector-1, Noida-201301
Noida, March 22, 2023


Rishu Bansal

B-10, 2nd Floor, Sector-1, Noida-201301
Noida, March 22, 2023

Postal Ballot E-Voting Results

Period of Postal Ballot	E-voting Period from February 19, 2023, 9:30 a.m. to March 20, 2023, 5:00 p.m.
Total number of shareholders as on cut-off date i.e. February 10, 2023	94,662 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)		ORDINARY – Appointment of Mr. Sanjay Pugalia (DIN: 08360398) as Non-Executive 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	2474142	115203	4.66	0	115203	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		2474142	115203	4.66	0	115203	0	100	0
C.	Public- Non-Institutions	E-Voting	17051165	192175	1.13	175284	16891	91.21	8.79	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		17051165	192175	1.13	175284	16891	91.21	8.79	0
Total (A+B+C)			64471267	23213043	36.00	23080949	132094	99.43	0.57	0	0



Resolution No.		2									
Resolution required: (Ordinary/Special)		ORDINARY – Appointment of Mr. Senthil Sinniah Chengalvarayan (DIN: 02330757) as Non-Executive 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	2474142	115203	4.66	0	115203	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		2474142	115203	4.66	0	115203	0	100	0
C.	Public- Non-Institutions	E-Voting	17051165	192145	1.13	170998	21147	88.99	11.00	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		17051165	192145	1.13	170998	21147	88.99	11.00	0
Total (A+B+C)			64471257	23213013	36.00	23076663	136350	99.41	0.59	0	0



Resolution No.		3									
Resolution required: (Ordinary/Special)		ORDINARY – Appointment of Mr. Aman Kumar Singh (DIN:02860208) as Non-Executive 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	2474142	115203	4.66	0	115203	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		2474142	115203	4.66	0	115203	0.00	100	0
C.	Public- Non-Institutions	E-Voting	17051165	192135	1.13	172935	19200	90.00	9.99	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		17051165	192135	1.13	172935	19200	90.00	9.99	0
Total (A+B+C)			64471267	23213003	36.00	23078600	134403	99.42	0.58	0	0

Resolution No.		4									
Resolution required: (Ordinary/Special)		SPECIAL – Appointment of Mr. Sunil Kumar (DIN: 07379007) as an Independent Director of the Company**									
Mr. Sunil Kumar has resigned from the directorship of the Company with effect from March 09, 2023, therefore the votes casted has not been considered and the resolution has been set aside.											



Resolution No.		5									
Resolution required: (Ordinary/Special)		SPECIAL – Appointment of Mr. Viral Jagdish Doshi (DIN: 00583487) 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	2474142	115203	4.66	115203	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		2474142	115203	4.66	115203	0	100	0.00	0
C.	Public- Non-Institutions	E-Voting	17051165	192145	1.13	171146	20999	89.07	10.92	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		17051165	192145	1.13	171146	20999	89.07	10.93	0
Total (A+B+C)			64471267	23213013	36.00	23192014	20999	99.91	0.09	0	0



Resolution No.		6									
Resolution required: (Ordinary/Special)		ORDINARY – Reclassification of Promoters of the Company from "Promoter" to "Public" Category									
Whether promoter/ promoter group are interested in the agenda / resolution?		Yes (Dr. Prannoy Roy and Mrs. Radhika Roy, being the promoters of the Company were interested in this resolution, but they have not casted their vote on the said resolution.)									
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	2474142	115203	4.66	115203	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		2474142	115203	4.66	115203	0	100	0.00	0
C.	Public- Non-Institutions	E-Voting	17051165	192145	1.13	177720	14425	92.49	7.51	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		17051165	192145	1.13	177720	14425	92.49	7.51	0
Total (A+B+C)			64471267	23213013	36.00	23198588	14425	99.94	0.06	0	0



Resolution No.		7									
Resolution required: (Ordinary/Special)		ORDINARY – Approval of Material Related Party Transactions with NDTV Convergence Limited									
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	2474142	115203	4.66	115203	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		2474142	115203	4.66	115203	0	100	0.00	0.00
C.	Public- Non-Institutions	E-Voting	17051165	191995	1.13	175598	16397	91.46	8.54	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		17051165	191995	1.13	175598	16397	91.46	8.54	0
Total (A+B+C)			64471267	307198	0.48	290801	16397	94.66	5.34	0	0

