

## Report of Scrutinizer

For 16<sup>th</sup> Annual General Meeting of Shareholders of the Company, held on Thursday, the 20<sup>th</sup> day of August, 2015 at 03.00 p.m. at Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110010

To  
The Chairman  
**T.V. Today Network Limited**  
F-26, First Floor, Connaught Circus,  
New Delhi-110001

Dear Sir,

I, Advocate Abhishek Bansal, Senior Associate at *Corporate Professionals, Advisors & Advocates*, having its office at D-38, South Extension, Part-1, New Delhi 110049, was appointed as the Scrutinizer for the purpose of e-voting and Poll conducted in respect of each matter which become the agenda of 16<sup>th</sup> Annual General Meeting of the shareholders of **T.V. Today Network Limited** held on 20<sup>th</sup> August, 2015 at 03.00 P.M, hereby submit my report on e-voting and Poll as under:

1. The remote e-voting conducted from 16<sup>th</sup> August, 2015 from 10:00 a.m till close of working hours, 5:00 p.m. on 19<sup>th</sup> August, 2015, the day and time fixed by the Company for closing of remote e-voting, was considered for scrutiny.
2. The voting at the Annual General Meeting ('AGM') was conducted through Poll (ballot papers) for the members who have not cast their vote through remote e-voting.

3. The ballot box was shown empty to the shareholders present in the AGM and then closed and sealed in my presence before the AGM before polling. The ballot box after polling were opened and ballot papers were scrutinized in my presence and in the presence of the witnesses, Mr. Praveen Kumar, Mr. Raj Bala, Dr. Chanchal, Mr. Santosh Bhutani and Mr. Davinder Pal, the shareholders of the Company
4. The votes were duly unblocked in my presence and scrutinized and the shareholding was confirmed with the Register of Members as on cut-off date, August 13<sup>th</sup>, 2015, being maintained by the Registrar and Share Transfer Agent (“RTA”) of the Company.
5. The votes which were incomplete, and/ or which were otherwise found defective have been treated as invalid.
6. The e-voting & Poll process were conducted in accordance with the procedures prescribed.
7. The disclosure regarding the result of e-voting & Poll conducted as required under section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rule 2015 and clause 35A of the Listing Agreement, is attached as **Annexure-I**

Thanking You

Yours faithfully



Abhishek Bansal

Advocate

Sr. Associate

Corporate Professionals, *Advisors & Advocates*

Dated- 21.08.2015

Place- New Delhi

TV Today Network Limited

Annexure-1

As per Clause 35A of the Listing Agreement with the Stock exchange

Mode of Voting: e-voting and Polling

E-voting (During 16th August, 2015 to 19th August, 2015)

Total number of shareholders on cut-off 13.08.2015 date as on for E-voting 25821

Poll at AGM dated 20th August, 2015

Total number of shareholders on record date 13.08.2015 as on for Poll conducted on AGM: 25821

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group	0
Public - Institutional holders	0
	0
<b>Total</b>	<b>0</b>

Note- The meeting was not conducted through video-conferencing mode

Detail of the Agenda:

Promoter/ Public	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
<b>Resolution No : 1 - Adoption of financial statements of the Company for the year ended March 31, 2015</b>							
<b>Resolution required: (Ordinary)</b>							
<b>Mode of voting: (E- voting)</b>							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00
Public - Others	23275007	55305	0.24	55305	0	100.00	0.00
<b>Total (A)</b>	<b>59648615</b>	<b>36046111</b>	<b>60.431</b>	<b>36046111</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of voting: (Poll)</b>							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others*	23275007	961	0.00	961	0	100.00	0.00
<b>Total (B)*</b>	<b>59648615</b>	<b>961</b>	<b>0.002</b>	<b>961</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
<b>Result E-voting and Poll</b>	<b>59648615</b>	<b>36047072</b>	<b>60.432</b>	<b>36047072</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

\* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 2 - Declaration of Dividend									
Resolution required: (Ordinary)									
Mode of voting: (E- voting)									
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00		
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00		
Public - Others	23275007	55305	0.24	55305	0	100.00	0.00		
<b>Total (A)</b>	<b>59648615</b>	<b>36046111</b>	<b>60.431</b>	<b>36046111</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Mode of voting: (Poll)									
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00		
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00		
Public - Others*	23275007	961	0.00	961	0	100.00	0.00		
<b>Total (B)*</b>	<b>59648615</b>	<b>961</b>	<b>0.002</b>	<b>961</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		
<b>Result E-voting and Poll</b>	<b>59648615</b>	<b>36047072</b>	<b>60.432</b>	<b>36047072</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		

\* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 3 - Appointment of Director retiring by rotation									
Resolution required: (Ordinary)									
Mode of voting: (E- voting)									
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00		
Public - Institutional holders	2123437	2036473	95.90	712800	1323673	35.00	65.00		
Public - Others	23275007	55305	0.24	55305	0	100.00	0.00		
<b>Total (A)</b>	<b>59648615</b>	<b>36046111</b>	<b>60.431</b>	<b>34722438</b>	<b>1323673</b>	<b>96.3278</b>	<b>3.6722</b>		
Mode of voting: (Poll)									
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00		
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00		
Public - Others*	23275007	961	0.00	961	0	100.00	0.00		
<b>Total (B)*</b>	<b>59648615</b>	<b>961</b>	<b>0.002</b>	<b>961</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		
<b>Result E-voting and Poll</b>	<b>59648615</b>	<b>36047072</b>	<b>60.432</b>	<b>34723399</b>	<b>1323673</b>	<b>96.3279</b>	<b>3.6721</b>		

\* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 4 - Appointment of Statutory Auditors									
<b>Resolution required: (Ordinary)</b>									
<b>Mode of voting: (E-voting)</b>									
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00		
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00		
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00		
<b>Total (A)</b>	<b>59648615</b>	<b>36046111</b>	<b>60.431</b>	<b>36046111</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
<b>Mode of voting: (Poll)</b>									
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00		
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00		
Public - Others	23275007	961	0.00	961	0	100.00	0.00		
<b>Total (B)</b>	<b>59648615</b>	<b>961</b>	<b>0.002</b>	<b>961</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		
<b>Result E-voting and Poll</b>	<b>59648615</b>	<b>36047072</b>	<b>60.432</b>	<b>36047072</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		

\* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 5 - Remuneration payable to Cost Auditor									
<b>Resolution required: (Ordinary)</b>									
<b>Mode of voting: (E-voting)</b>									
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00		
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00		
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00		
<b>Total (A)</b>	<b>59648615</b>	<b>36046111</b>	<b>60.431</b>	<b>36046111</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
<b>Mode of voting: (Poll)</b>									
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00		
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00		
Public - Others	23275007	961	0.00	961	0	100.00	0.00		
<b>Total (B)</b>	<b>59648615</b>	<b>961</b>	<b>0.002</b>	<b>961</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		
<b>Result E-voting and Poll</b>	<b>59648615</b>	<b>36047072</b>	<b>60.432</b>	<b>36047072</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		

\* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 6 - Ratification of re-appointment of Mrs. Koel Purie Rinchet as the Whole Time Director of the Company									
Resolution required: (Ordinary)									
Mode of voting: (E- voting)									
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00		
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00		
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00		
<b>Total (A)</b>	<b>59648615</b>	<b>36046111</b>	<b>60.431</b>	<b>36046111</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Mode of voting: (Poll)									
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00		
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00		
Public - Others	23275007	961	0.00	961	0	100.00	0.00		
<b>Total (B)</b>	<b>59648615</b>	<b>961</b>	<b>0.002</b>	<b>961</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		
<b>Result E-voting and Poll</b>	<b>59648615</b>	<b>36047072</b>	<b>60.432</b>	<b>36047072</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		

\* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 7 - Re-Appointment of Mr. Aron Purie as the Chairman and Managing Director of the Company and approval for continuation of his term after attaining the age of 70 years									
Resolution required: (Special)									
Mode of voting: (E- voting)									
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00		
Public - Institutional holders	2123437	2036473	95.90	712800	1323673	35.00	65.00		
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00		
<b>Total (A)</b>	<b>59648615</b>	<b>36046111</b>	<b>60.431</b>	<b>34722438</b>	<b>1323673</b>	<b>96.3278</b>	<b>3.6722</b>		
Mode of voting: (Poll)									
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00		
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00		
Public - Others	23275007	961	0.00	961	0	100.00	0.00		
<b>Total (B)</b>	<b>59648615</b>	<b>961</b>	<b>0.002</b>	<b>961</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		
<b>Result E-voting and Poll</b>	<b>59648615</b>	<b>36047072</b>	<b>60.432</b>	<b>34723399</b>	<b>1323673</b>	<b>96.3279</b>	<b>3.6721</b>		

\* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 8 - Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013									
Resolution required: (Special)									
Mode of voting: (E- voting)									
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00		
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00		
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00		
<b>Total (A)</b>	<b>59648615</b>	<b>36046111</b>	<b>60.431</b>	<b>36046111</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Mode of voting: (B189Poll)									
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00		
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00		
Public - Others	23275007	961	0.00	961	0	100.00	0.00		
<b>Total (B)</b>	<b>59648615</b>	<b>961</b>	<b>0.002</b>	<b>961</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>		
<b>Result E-voting and Poll</b>	<b>59648615</b>	<b>36047072</b>	<b>60.432</b>	<b>36047072</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		

\* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 9- Increase in Limit of Foreign Investment by Foreign Portfolio Investors (FPI)/Foreign Institutional Investors (FII)/ Non Resident Indians (NRI) under Portfolio Investment Scheme.

Resolution required: (Special)									
<b>Mode of voting: (E- voting)</b>									
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00		0.00	
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00		0.00	
Public - Others*	23275007	55305	0.24	55305	0	100.00		0.00	
<b>Total (A)</b>	<b>59648615</b>	<b>36046111</b>	<b>60.431</b>	<b>36046111</b>	<b>0</b>	<b>100.0000</b>		<b>0.0000</b>	
<b>Mode of voting: (Poll)</b>									
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00		0.00	
Public - Institutional holders	2123437	0	0.00	0	0	0.00		0.00	
Public - Others	23275007	961	0.00	961	0	100.00		0.00	
<b>Total (B)</b>	<b>59648615</b>	<b>961</b>	<b>0.002</b>	<b>961</b>	<b>0</b>	<b>100.00</b>		<b>0.00</b>	
<b>Result E-voting and Poll</b>	<b>59648615</b>	<b>36047072</b>	<b>60.432</b>	<b>36047072</b>	<b>0</b>	<b>100.0000</b>		<b>0.0000</b>	

\* 10 Ballot comprising of 34 equity shares considered invalid



Adv. Abhishek Bansal  
Senior Associate  
Corporate Professionals,  
Advisors & Advocates

Dated: 21/08/2015  
Place: New Delhi