

Form No. MGT- 13
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

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

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 16th Annual General Meeting of the Shareholders of **T.V. Today Network Limited** held on 20th August, 2015 at 03.00 P.M., hereby submit my report on e-voting and Poll as under:

1. After the time fixed for closing of poll by the chairman, a ballot box was kept for polling and was locked in my presence with due identification marks placed by me
2. 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.
3. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and Authorizations/Proxies lodged with the Company.

4. The polling papers which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with records have been treated as invalid and were kept separately
5. The remote e-voting conducted during 16th August, 2015 from 10:00 a.m. up to the close of working hours, 5:00 p.m. on 19th August, 2015, the day and time fixed by the Company for closing of remote e-voting, were considered for scrutiny.
6. The voting at the Annual General Meeting was conducted through Poll for the members who have not cast their vote through remote e-voting.
7. The votes were duly unblocked in my presence and scrutinized and the shareholding was confirmed with the Register of Members as on August 13th, 2015, being maintained by the Registrar and Share Transfer Agent ("RTA") of the Company.
8. The e-voting & Poll process were conducted in accordance with the procedures prescribed.
9. The result of the Poll and e-voting is as under:-

(a) Resolution 1: Adoption of financial statements of the Company for the year ended March 31, 2015 (Proposed as Ordinary Resolution)

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 127 | 961 | 100% |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0% |

(iii) **Invalid votes***:

| Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 10 | 34 |

* 10 Ballot considered invalid

E- VOTING RESULTS

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

| Number of members voting | Number of votes cast by them |
|--------------------------|------------------------------|
| 15 | 360,46,111 |

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

| Number of members voting | Number of votes cast by them |
|--------------------------|------------------------------|
| 0 | 0 |

(b) Resolution 2: Declaration of Dividend (Proposed as Ordinary Resolution)

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 127 | 961 | 100% |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0% |

(iii) **Invalid** votes:

| Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 10 | 34 |

* 10 Ballot considered invalid

| | |
|----|------------|
| 14 | 347,22,438 |
|----|------------|

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

| Number of members voting | Number of votes cast by them |
|--------------------------|------------------------------|
| 1 | 13,23,673 |

(d) Resolution 4: Appointment of Statutory Auditors (Proposed as Ordinary Resolution)

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 127 | 961 | 100% |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0% |

(iii) **Invalid** votes:

| Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 10 | 34 |

* 10 Ballot considered invalid

E- VOTING RESULTS

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

| Number of members voting | Number of votes cast by them |
|--------------------------|------------------------------|
| 15 | 360,46,111 |

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

| Number of members voting | Number of votes cast by them |
|--------------------------|------------------------------|
| 0 | 0 |

(e) Resolution 5: Remuneration payable to the Cost Auditor (Proposed as Ordinary Resolution)

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 127 | 961 | 100% |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0% |

(iii) **Invalid** votes:

| Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 10 | 34 |

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E- VOTING RESULTS

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

| Number of members voting | Number of votes cast by them |
|--------------------------|------------------------------|
| 15 | 360,46,111 |

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

| Number of members voting | Number of votes cast by them |
|--------------------------|------------------------------|
| 0 | 0 |

(f) Resolution 6: Ratification of re-appointment of Ms. Koel Purie Rinchet as the Whole Time Director of the Company (Proposed as Ordinary Resolution)

E- VOTING RESULTS

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

| Number of members voting | Number of votes cast by them |
|--------------------------|------------------------------|
| 15 | 360,46,111 |

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

| Number of members voting | Number of votes cast by them |
|--------------------------|------------------------------|
| 0 | 0 |

(c) Resolution 3: Appointment of Director retiring by rotation (Proposed as Ordinary Resolution)

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 127 | 961 | 100% |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0% |

(iii) **Invalid** votes:

| Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 10 | 34 |

* 10 Ballot considered invalid

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

| Number of members voting | Number of votes cast by them |
|--------------------------|------------------------------|
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| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 127 | 961 | 100% |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0% |

(iii) **Invalid** votes:

| Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 10 | 34 |

* 10 Ballot considered invalid

E- VOTING RESULTS

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

| Number of members voting | Number of votes cast by them |
|--------------------------|------------------------------|
| 15 | 360,46,111 |

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

| Number of members voting | Number of votes cast by them |
|--------------------------|------------------------------|
| 0 | 0 |

(g) Resolution 7: Re-Appointment of Mr. Aroon Purie as the Chairman and Managing Director of the Company and approval for continuation of his term after attaining the age of 70 years. (Proposed as Special Resolution)

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
|--|------------------------------|---------------------------------------|

| | | |
|-----|-----|------|
| 127 | 961 | 100% |
|-----|-----|------|

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0% |

(iii) **Invalid** votes:

| Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 10 | 34 |

* 10 Ballot considered invalid

E- VOTING RESULTS

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

| Number of members voting | Number of votes cast by them |
|--------------------------|------------------------------|
| 14 | 347,22,438 |

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

| Number of members voting | Number of votes cast by them |
|--------------------------|------------------------------|
| 1 | 13,23,673 |

(h) Resolution 8: Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013. (Proposed as Special Resolution)

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 127 | 961 | 100% |

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

| Number of members | Number of votes cast by | % of total number of |
|-------------------|-------------------------|----------------------|
|-------------------|-------------------------|----------------------|

| present and voting (in person or by proxy) | them | valid votes cast |
|---|------|------------------|
| 0 | 0 | 0% |

(iii) **Invalid votes:**

| Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|--|---------------------------------------|
| 10 | 34 |

* 10 Ballot considered invalid

E- VOTING RESULTS

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

| Number of members voting | Number of votes cast by them |
|--------------------------|---------------------------------|
| 15 | 360,46,111 |

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

| Number of members voting | Number of votes cast by them |
|--------------------------|---------------------------------|
| 0 | 0 |

(i) Resolution 9: Increase in Limit of Foreign Investment by Foreign Portfolio Investors (FPI)/Foreign Institutional Investors (FII)/ Non Resident Indians (NRI) under Portfolio Investment Scheme. (Proposed as Special Resolution)

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|---------------------------------|--|
| 127 | 961 | 100% |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|---------------------------------|--|
| 0 | 0 | 0% |

(iii) **Invalid votes:**

| Number of members (in person or by proxy) Whose votes were declared invalid | Total Number of votes cast by them |
|--|---------------------------------------|
| 10 | 34 |

* 10 Ballot considered invalid

E- VOTING RESULTS

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

| Number of members voting | Number of votes cast by them |
|--------------------------|---------------------------------|
| 15 | 360,46,111 |

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

| Number of members voting | Number of votes cast by them |
|--------------------------|---------------------------------|
| 0 | 0 |

10. A Compact Disc (CD) containing a list of shareholders who voted "FOR", "AGAINST" and those whose vote were declared invalid for each resolution is enclosed for your perusal.

11. All the above mentioned resolutions have been passed with requisite majority.

12. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking You

Yours faithfully,



Adv. Abhishek Bansal
Senior Associate
Corporate Professionals
Advisors & Advocates

Dated: 21 August, 2015
Place: New Delhi