

# MINUTE BOOK

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MINUTES OF THE FIFTEENTH ANNUAL GENERAL MEETING OF T.V. TODAY NETWORK LIMITED HELD ON WEDNESDAY THE 20<sup>TH</sup> DAY OF AUGUST 2014 AT 03:00 P.M. AT THE AIRFORCE AUDITORIUM, SUBROTO PARK, DEHAULA KUAN, NEW DELHI 110 010.

The following were present:-

Mr. Aroon Purie	Chairman & Managing Director
Mr. Ashok Kapur	Director & Chairman of Audit Committee
Mr. Rajeev Thakore	Director
Dr. Puneet Jain	Head - Legal & Compliance & Company Secretary & Vice President (Internal Audit)
Mr. Yatender Tyagi	Vice President (Finance & Accounts)

## INVITEE

Mr. Anil Mehra	
Mr. Dinesh Bhatia	Chief Financial Officer
Mr. Ashish Kumar Bagga	Chief Executive Officer
Mr. Ajay Kumar Jain	Scrutinizer
1472 Members	Present (in person)
5 Members	Present (through Proxy)

Mr. Aroon Purie, Chairman took the chair.

The Chairman after ascertaining that requisite quorum for the meeting being present called the meeting to order and thereafter extended a warm welcome to the members and addressed the members present.

The notice convening the meeting, Annual Report for the year ended 31<sup>st</sup> March 2014 and the Directors' report, having already been circulated to the members were taken as read with the consent of the Shareholders.

The Auditors' report was read by Dr. Puneet Jain, Head - Legal & Compliance & Company Secretary & Vice President (Internal Audit) as required under Section 145 of the Companies, 2013.

The Chairman informed the meeting that the Register of Members and the Register of Directors' shareholding and Auditor's Certificate under Regulation 14 of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 are kept open and accessible during the continuance of the meeting).

The Chairman then delivered the speech to the members of the Company.

Thereafter, the Chairman invited queries and views on the AGM Agenda Items, if any from the members.

The Shareholders appreciated the financial and Operational Performance as well as dividend to be paid by the Company.

The Chairman thanked the shareholders for their support and responded to their queries on different matters. He stated that the Company takes the governance and disclosure seriously and that the same would not be compromised.

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seriously and that the same would not be compromised.

Thereafter the Chairman stated that the Company had provided e-voting facility to the members to vote from 10.00 AM on 16<sup>th</sup> August, 2014 till 6.00 AM on 17<sup>th</sup> August, 2014 in proportion to their shareholding as on cut-off date 21.07.2014.

In order to provide facility to the shareholders present at the meeting who had not casted their vote electronically, the Chairman ordered poll to be conducted for each item contained in the Notice of the meeting. Mr. Ajay Kumar Jain, Advocate was appointed as the Scrutinizer for conducting poll.

The Chairman stated that the results of voting on each resolution shall be determined by adding the votes of the poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He declared that on receipt of scrutinizer's report on the poll conducted, the results of the voting shall be declared latest by 22.08.2014 and would be sent to stock exchanges and at the place of the registered office and website of the company and CDSL.

The Chairman then requested Mr. Ajay Kumar Jain, Advocate Scrutinizer to conduct the poll as per the applicable statutory requirements.

The Chairman then thanked the members for their participation, suggestions and comments.

Thereafter, Mr. Ajay Kumar Jain inspected, locked and sealed the ballot box in the presence of members and proxies and requested the shareholders to cast their vote and put the poll papers in the Ballot boxes. After ensuring that all shareholders and proxies participating in the poll casted their votes, the scrutinizer closed the poll and took the custody of polling box.

On the basis of the scrutinizer's report for e-voting dated 19<sup>th</sup> August, 2014 and Scrutinizer's report for the poll dated 22<sup>nd</sup> August, 2014 the summary of which is mentioned hereunder, Dr. Puneet Jain, authorized representative of the Chairman announced the following results of voting on 22.08.2014:

Resolution	Particulars of Voting				Result Declared	
	Mode of Voting	Votes in favour		Votes Against		
		No.	%	No.	%	
1. Adoption of Audited Accounts of the Company for the year ended March 31, 2014, together with reports of the Auditors and Directors thereon	Electronic	10,08,291	100	0	0	Approved by requisite majority
	Ballot	3,39,55,258	100	0	0	
	Total	3,49,63,549		0		
2. Declaration of dividend on Equity Shares for the financial year ended March 31, 2014	Electronic	10,08,291	100	0	0	Approved by requisite majority
	Ballot	3,39,55,258	100	0	0	
	Total	3,49,63,549		0		
3. Appointment of a	Electronic	10,08,291	100	0	0	Approved

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3. Appointment of a director in place of Ms. Koel Purie Rinchet, who retires by rotation and being eligible has offered herself for reappointment	Electronic	10,08,291	100	0	0	Approved by requisite majority
	Ballot	3,39,55,258	100	0	0	
	Total	3,49,63,549		0		
4. Appointment of M/s Price Waterhouse, Chartered Accountants, as Statutory Auditors of the Company	Electronic	10,08,291	100	0	0	Approved by requisite majority
	Ballot	3,39,55,258	100	0	0	
	Total	3,49,63,549		0		
5. Approval of remuneration of the Cost Auditors for the financial year 2014-15	Electronic	10,08,291	100	0	0	Approved by requisite majority
	Ballot	3,39,55,258	100	0	0	
	Total	3,49,63,549			0	
6. Appointment of Mr. Rajeev Thakore as an Independent Director	Electronic	10,08,291	100	0	0	Approved by requisite majority
	Ballot	3,39,55,258	100	0	0	
	Total	3,49,63,549		0		
7. Appointment of Mr. Ashok Kapur as an Independent director	Electronic	10,000	1	9,98,291	99	Approved by requisite majority
	Ballot	3,39,55,258	100	0	0	
	Total	3,39,65,258		9,98,291		
8. Appointment of Mr. Anil Vig as an Independent director	Electronic	10,000	1	9,98,291	99	Approved by requisite majority
	Ballot	3,39,55,258	100	0	0	
	Total	3,39,65,258		9,98,291		
9. Appointment of Mr. Devajyoti Bhattacharya as Director, liable	Electronic	10,08,291	100	0	0	Approved by requisite Majority.
	Ballot	3,39,55,258	100	0	0	

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to retire by rotation	Total	3,49,63,549	0			
10. Alteration of Articles of Association	Electronic	10,08,291	100	0	0	Approved by requisite majority
	Ballot	3,39,55,258	100	0	0	
	Total	3,49,63,549		0		

The resolutions for the Ordinary and Special business as set out in Item No 1 to 10 in the Notice of Annual General Meeting, duly approved by the members are recorded as the part of Minutes of fifteenth Annual General Meeting of the members held on 20<sup>th</sup> August, 2014.

**ORDINARY BUSINESS:**

**1. Approval of Accounts for the year ended 31<sup>st</sup> March, 2014**

“RESOLVED THAT the Audited Balance sheet of the Company as at 31<sup>st</sup> March, 2014 and the Profit and Loss account for the year ended on that date together with schedules and annexures thereon, Auditor’s Report, Directors’ Report, Management Discussion & Analysis, Corporate Governance Report and Cash Flow Statement be and are hereby received, considered and adopted.”

**2. Declaration of Dividend**

“RESOLVED THAT a dividend @ 20% (Rs. 1 per equity share of the value of Rs. 5 each) (free of tax) be paid to the members whose name appear in the Register of Members as at the close of 07.08.2014.”

**3. Appointment of Director retiring by rotation**

“RESOLVED THAT Ms. Koel Purie Rinchet (holding DIN 02832071), a Retiring Director, be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to retire by rotation.”

**4. Re-appointment of Statutory Auditors**

“RESOLVED THAT M/R Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be decided by the Board of Directors and/or Committee

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thereof in consultation with the Auditors.”

## **SPECIAL BUSINESS:-**

### **5. Remuneration payable to the Cost auditor**

“RESOLVED THAT pursuant to the provisions of Section 148(3) and any other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s SKG & Co, Cost Accountants (ICMAI Firm Registration No. 000418) appointed by the Board of directors as Cost Auditors of the Company for the financial year 2014-15 be paid remuneration of Rs. 1,00,000 (exclusive service tax & out of pocket expenses)

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such things, deeds and acts and to take all such requisite steps as may be necessary, proper or expedient to give effect to this resolution.”

### **6. Appointment of Mr. Rajeev Thakore as Independent director**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajeev Thakore (holding DIN 00001732), who is required to be re-appointed as per Companies Act, 2013 at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to 31st March, 2019.”

### **7. Appointment of Mr. Ashok Kapur as Independent Director**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ashok Kapur (holding DIN 00003577), who is required to be re-appointed as per Companies Act, 2013 at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to 31st March, 2019.”

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8. Appointment of Mr. Anil Vig as Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Anil Vig (holding DIN 00022816), who is required to be re-appointed as per Companies Act, 2013 at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to 31st March, 2019."

9. Appointment of Mr. Devajyoti Bhattacharya, liable to retire by rotation

"RESOLVED THAT Mr. Devajyoti Bhattacharya (holding DIN 00868751), who was appointed as an Additional Director of the Company with effect from February 11, 2014, in terms of Section 260 of the Companies Act, 1956 (corresponding to Section 161(1) of the Companies Act, 2013) and who holds office up to the conclusion of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, whose office shall be subject retirement by rotation."

10. Alteration of Articles of Association of the Company

"RESOLVED THAT in terms of the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company be and is hereby amended by inserting the following new Article 113A:

"The Managing Director of the Company shall be the Chairman of the Company including its subsidiary company."


RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds & things, make necessary filings and to take all such steps, as may be necessary to give effect to this resolution"

All the above resolutions, which were put to vote, were passed with requisite majority.

**Vote of Thanks**

As there was no other business to be transacted, the meeting concluded with a vote of thanks to the Chair.

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Chairman

08.09.14