

**Proceedings of the Annual General Meeting of TV18 Broadcast Limited held on  
September 24, 2015**

The 10<sup>th</sup> Annual General Meeting ("Meeting") of the Members of the Company was held on September 24, 2015 at 10.30 a.m., at Tivoli Garden Resort, Khasra No. 646-653, Chattarpur Road, Near Chattarpur Mandir, New Delhi- 110074.

Mr. Adil Zainulbhai chaired the proceedings of the Meeting.

Total 1659 Members (including proxies) attended the Meeting as per the records of attendance.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the remote e-voting facilities to the Members of the Company in respect of resolutions to be passed at the Meeting. The remote e-voting commenced at 09.00 hours (IST) on September 20, 2015 and ended at 17.00 hours (IST) on September 23, 2015.

The Chairman informed the members that the polling through electronic voting system (i.e. Insta Poll) was made available at the Meeting for Members who had not cast their votes through remote e-voting.

He further informed that the Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide e-voting facility and appointed Mr. Sanjay Grover of Sanjay Grover & Associates, Company Secretaries, as the Scrutinizer for conducting the Insta Poll and remote e-voting process in fair and transparent manner.

The Chairman apprised the members about the objective and implications of each resolution mentioned in the Notice convening the Meeting. The resolutions were proposed and seconded by members present in the Meeting. On invitation of the Chairman, few members gave their suggestions and raised queries on the Company's business, which were replied by the Chairman.

Thereafter, the Chairman ordered for the poll to be taken at the meeting electronically (i.e. Insta Poll) and requested Mr. Sanjay Grover, Scrutinizer, for an orderly conduct of the voting. The Chairman announced that the combined result of e-voting and the electronic poll will be put on the Company's website and on the website of Karvy on or before September 26, 2015.



TV18 Broadcast Limited

(CIN – L74300DL2005PLC137214)

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The resolutions on which remote e-voting and Insta Poll were carried out, related to the following:

**ORDINARY BUSINESSES:**

1. Consideration and adoption of : (a) Audited Financial Statement, Reports of the Board of Directors and Auditors thereon; (b) Audited Consolidated Financial Statement and Report of the Auditors thereon (Ordinary Resolution)
2. Appointment of Mr. Raghav Bahl as a Director who retires by rotation (Ordinary Resolution)
3. Ratification of appointment of Auditors and fixing their remuneration (Ordinary Resolution)

**SPECIAL BUSINESSES:**

4. Re-Appointment of Mr. Manoj Mohanka as an Independent Director (Special Resolution)
5. Appointment of Mr. Rohit Bansal as a Non-Executive Director (Ordinary Resolution)
6. Appointment of Mr. Adil Zainulbhai as an Independent Director (Ordinary Resolution)
7. Appointment of Ms. Kshipra Jatana as a Manager (Ordinary Resolution)
8. Ratification of remuneration of the Cost Auditor for the Financial year ending March 31, 2016 (Ordinary Resolution)

The meeting concluded with a vote of thanks to the Chair.

Mr. Sanjay Grover, Scrutinizer, submitted his report on September 25, 2015, based on which Chairman declared the results. All the resolutions were passed with requisite majority.

The voting results in the prescribed format were notified to the Stock Exchanges under Clause 35A of the Listing Agreement. The voting results were displayed on the Notice Board of the Company at its registered office and corporate office and the voting results along with the consolidated scrutinizer's report were also uploaded on the websites of the Company and Karvy.

For **TV18 Broadcast Limited**

  
**Deepak Gupta**  
Company Secretary



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