

MINUTE BOOK

MINUTES OF THE SIXTEENTH ANNUAL GENERAL MEETING OF T.V. TODAY NETWORK LIMITED HELD ON THURSDAY THE 20TH DAY OF AUGUST 2015 COMMENCED AT 03:00 P.M. AND CONCLUDED AT 04:35 P.M. AT THE AIRFORCE AUDITORIUM, SUBROTO PARK, DHAULA KUAN, NEW DELHI 110 010.

The following were present:-

DIRECTORS

Mr. Aroon Purie	Chairman & Managing Director
Mr. Ashok Kapur	Director & Chairman of Audit Committee and Nomination and Remuneration Committee
Mr. Anil Vig	Director & Chairman of Stakeholders Relationship Committee

KEY MANAGERIAL PERSONNEL

Mr. Dinesh Bhatia	Chief Financial Officer
Mr. Ashish Kumar Bagga	Chief Executive Officer
Dr. Puneet Jain	Head – Legal & Compliance & Company Secretary & Vice President (Internal Audit)

INVITEE

Mr. Anil Mehra	Scrutinizer Secretarial Auditor Authorized Representative of Statutory Auditor Vice President (Finance & Accounts)
Mr. Abhishek Bansal	
Ms. Sakshi Seth	
Mr. Ankur Daga	
Mr. Yatender Tyagi	

1219 Members	Present (in person which includes the representative of Living Media India Limited/Body Corporate)
NIL 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 31st March, 2015 and the Boards' report, having already been circulated to the members were taken as read with the consent of the Shareholders.

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

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 and Key Managerial personnel and their shareholding as required under Companies Act, 2013 and rules thereto and Auditor's Certificate under Regulation 13 (1) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Auditor's Report and Secretarial Audit Report, as prescribed under the Act were kept open and accessible during the continuance of the meeting.

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. Mr. Rajeev Thakore, Independent Director, Ms. Koel Purie Rinchet and Mr. Devjyoti Bhattacharya, Non-Executive Director were unable to attend the Annual General Meeting as they were pre-occupied in other commitments.

Thereafter the Chairman stated that the Company had provided remote e-voting facility to the members to vote from 10.00 AM on 16th August, 2015 till 5.00 PM on 19th August, 2015 in proportion to their shareholding as on cut-off date 13th August, 2015.

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. Abhishek Bansal, Advocate, Bar Council No. (D/2726/2008) 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 22nd August, 2015 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. Abhishek Bansal, Advocate Scrutinizer to conduct the poll as per the applicable statutory requirements.

Thereafter, Mr. Abhishek Bansal 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.

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

On the basis of the scrutinizer's report for e-voting and vote conducted through ballot papers, dated 21st August, 2015 the summary of which is mentioned hereunder, The Chairman announced the following results of voting on 22nd August, 2015 that all the resolutions for the ordinary and special businesses as set out in item number 1 to 9 in the Notice of the 16th Annual General Meeting of the Company have been duly passed by requisite majority:

Resolution	Particulars of Voting					Result Declared
	Mode of Voting	Votes in favour		Votes Against		
		No.	%	No.	%	
1. Adoption of Audited financial statements including consolidated financial statements for the financial year ended March 31, 2015 and the Boards' Report and Auditors' Report	Electronic	36046111	100	0	0	Approved by requisite majority
	Ballot*	961	100	0	0	
	Total	36047072		0		
2. Declaration of dividend on Equity Shares for the financial year ended March 31, 2015	Electronic	36046111	100	0	0	Approved by requisite majority
	Ballot*	961	100	0	0	
	Total	36047072		0		
3. Appointment of a director in place of Mr. Devjyoti Bhattacharya (DIN 00868751), who retires by rotation and being eligible has offered himself for reappointment	Electronic	34722438	96.32	1323673	3.67	Approved by requisite majority
	Ballot*	961	100	0	0	
	Total	34723399		1323673		
4. Appointment of M/s Price Waterhouse, Chartered Accountants, as Statutory Auditors of the Company	Electronic	36046111	100	0	0	Approved by requisite majority
	Ballot*	961	100	0	0	
	Total	36047072		0		
5. Approval of remuneration of the Cost Auditors for the financial year 2015-16	Electronic	36046111	100	0	0	Approved by requisite majority
	Ballot*	961	100	0	0	
	Total	36047072		0		
6. Ratification of re-appointment of Ms.	Electronic	36046111	100	0	0	Approved by

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Eoel Purie P. Inchei as the whole time director of the company	Ballot*	961	100	0	0	requisite majority
	Total	36047072		0		
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	Electronic	34722438	96.32	1323673	3.67	Approved by requisite majority
	Ballot*	961	100	0	0	
	Total	34723399		1323673		
8. Adoption of new set of articles of association of the company in conformity with the Companies act, 2013	Electronic	36046111	100	0	0	Approved by requisite majority
	Ballot*	961	100	0	0	
	Total	36047072		0		
9. Increase in limit of Foreign Investment by foreign portfolio investors (FPI)/foreign institutional investors (FII)/Non Resident Indians (NRI) under Portfolio Investment Scheme	Electronic	36046111	100	0	0	Approved by requisite Majority.
	Ballot*	961	100	0	0	
	Total	36047072		0		

10 Ballot papers comprising of 34 Equity Shares considered invalid.

The resolutions for the Ordinary and Special business as set out in Item No 1 to 9 in the Notice of Annual General Meeting, duly approved by the members are recorded as the part of Minutes of Sixteenth Annual General Meeting of the members held on 20th August, 2015.

ORDINARY BUSINESS:

1. Adoption of Accounts

Resolution No 1.- Ordinary Resolution

Proposed by:- Mr. Jai Kishan Gupta Folio No. 1202600000000347

Seconded by:- Mr. Ashok Kumar Gupta Folio No, 1202060000323381

“RESOLVED THAT the Audited financial statements including consolidated financial statements for the financial year ended March 31, 2015 and the Boards’ Report and Auditors’ Report thereon, be and are hereby received, considered and adopted”

2. Declaration of Dividend

Resolution No 2:- Ordinary Resolution

Proposed by:- Mr. Parmod Kumar Jain Folio No. IN300589/10100564

Seconded by:- Mr. Inder Kumar Jain Folio No. IN300118/10459732

“RESOLVED THAT a dividend @ 30% i.e. Rs. 1.50 per equity share of the face value of Rs.5, be paid to members of the Company whose names appear in the Register of Members and in the list of beneficial owners received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as at the close of August 07, 2015.”

3. Appointment of Director retiring by rotation

Resolution No 3:- Ordinary Resolution

Proposed by:- Mrs. Rekha Gupta Folio No. IN301143/10116836

Seconded by:- Mrs. Shashi Gupta Folio No. 1201910101543157

“RESOLVED THAT Mr. Devajyoti Bhattacharya (DIN: 00868751), whose period of office is liable to retirement by rotation, pursuant to Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.”

4. Re-appointment of Statutory Auditors

Resolution No 4:- Ordinary Resolution

Proposed by:- Mrs. Suman Kapoor Folio No. 1203800000072461

Seconded by:- Mr. Amit Jain Folio No. 1205050000013111

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 and rules made thereunder M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of two years i.e. from the conclusion of this Sixteenth Annual General Meeting till the conclusion of the Eighteenth Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company.”

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SPECIAL BUSINESS:-

5. Remuneration payable to the Cost auditor

Resolution No 5:- Ordinary Resolution

Proposed by:- Mr. Kapil Kapoor Folio No. IN303028/52900536

Seconded by:- Mr. Sanjay Agarwal Folio No. IN300923/10029543

“RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014 and amendment thereof, M/s SKG & Co., Cost Accountants (ICMAI Firm Registration No. 000418) appointed by the Board of Directors of the Company as Cost Auditors to conduct audit of Cost accounting records maintained by the Company for the financial year 2015-2016 to be paid remuneration of Rs. 1,00,000 (exclusive service tax & Out of pocket expenses).

RESOLVED FURTHER THAT Dr. Puneet Jain (Head- Legal & Compliances & Company Secretary & Vice-President (Internal Audit) be and is hereby authorized to do all such act(s), deed(s) and thing(s) as it may, deem necessary and/or expedient for implementing and giving effect to the aforesaid resolution”

Mr. Aroon Purie being interested in item number 6 and 7, thus, with the consent of the members present, he requested Mr. Ashok Kapur, Director to act as Chairman for item number 6 and 7 respectively.

6. Ratification of re-appointment of Ms. Koel Purie Rinchet as the Whole Time Director of the Company

Resolution No 6:- Ordinary Resolution

Proposed by:- Mr. Arvind Sharma Folio No. IN301477/20112563

Seconded by:- Mr. Parmod Kumar Jain Folio No. IN300589/10100564

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the said Act, the consent of the shareholders, be and is hereby accorded for re-appointment of Ms. Koel Purie Rinchet (DIN:02832071), as the Whole Time Director of the Company for a period i.e. May 24, 2015 to June, 27, 2015 on the terms and conditions as to remuneration and perquisites, as approved and recommended by the Nomination and Remuneration Committee and mentioned below:

a. Period

May 24, 2015 to June 27, 2015

b. Remuneration:

S. No.	Particulars	Per month (Rs.)
1.	Basic Pay	440,640/-
2.	Special Allowance	125,505/-
3.	House Rent Allowance	155,520/-
4.	Leave Travel Assistance	3,059/-
5.	Bonus/Incentive (As per discretion of the management)	3,24,000/-

Notes:

1. The Company had provided telephone, internet connection at the residence of Ms. Koel Purie Rinchet, the Whole Time Director, the cost of which was included as perquisites to the employee. The Company had also provided her a mobile and blackberry for the business of the Company.

2. Ms. Koel Purie Rinchet was entitled to Provident Fund, Gratuity as per the Rules of the Company.
3. Ms. Koel Purie Rinchet was entitled to Group Medical Insurance Scheme and the Group Accident Insurance Scheme as applicable to Senior Employees of the Company.
4. Ms. Koel Purie Rinchet was entitled to the re-imburement of entertainment, books and periodicals, travelling and all other expenses incurred for the business of the Company as per the Rules of the Company.
5. The Management was entitled to interchange the remuneration of Ms. Koel Purie Rinchet from one head to another, as it may consider appropriate, within the overall limits set out in the resolution.
6. The perquisites were evaluated as per Income Tax Rules, 1962, wherever applicable. In the absence of any such Rules, perquisites were evaluated at actual.

RESOLVED FURTHER THAT Dr. Puneet Jain Head-Legal and Compliances & Company Secretary & Vice-President (Internal Audit) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds and things as it may, in its discretion deem necessary and/or expedient for implementing and giving effect to this 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**

Resolution No 7:- Special Resolution

Proposed by:- Mr. Kapil Kapoor Folio No. IN303028/52900536

Seconded by:- Mr. Jai Kishan Gupta Folio No. 120260000000347

“**RESOLVED THAT** pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Aron Purie (holding DIN:00002794), be and is hereby re-appointed as the Chairman and Managing Director of the Company for a period of five years w.e.f April 1, 2015 on the terms and conditions as to remuneration and perquisites, as approved and recommended by the Nomination and Remuneration Committee and mentioned below:

a. Period

5 years w.e.f April 1, 2015.

b. Remuneration:

Salary – NIL

Commission including perquisites @5% of the net profits of the Company computed in the manner laid down under Section 197(6) of the Companies Act, 2013.

Perquisites – Company maintained car with driver for official/personal use. Personal use of car valued as per Income Tax Act would form part of 5% of the Commission or alternatively would be reimbursed to the Company.”

RESOLVED FURTHER THAT pursuant to Section 196(3) and all other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act, the consent of the shareholders, be and is hereby accorded for

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appointment of Mr. Aroon Purie (DIN: 00002794) as Chairman and Managing Director of the Company as per the terms and conditions specified in the resolution, after attaining the age of seventy years.

RESOLVED FURTHER THAT Dr. Puneet Jain, Head- Legal and Compliances & Company Secretary & Vice-President(Internal Audit) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds and things as it may, in its discretion deem necessary and/or expedient for implementing and giving effect to this resolution."

Thereafter, Mr. Ashok Kapur requested Mr. Aroon Purie to resume the Chair for the remaining agenda items.

8. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013

Resolution No 8:- Special Resolution

Proposed by:- Mr. Inder Kumar Jain Folio No. IN300118/10459732

Seconded by:- Mr. Ashok Kumar Gupta Folio No, 1202060000323381

"**RESOLVED THAT** pursuant to the provisions of section 5 and section 14 and all other applicable provisions, if any, of the Companies Act, 2013, Schedule I made thereunder, read with Companies (Incorporation) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), the new set of regulations contained in the Articles of Association in place of existing Articles of Association of the Company, a copy of which is laid before the meeting and initialed by the Chairperson for the purpose of identification, be and is hereby approved and adopted as the new Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Dr. Puneet Jain, Head-Legal and Compliances & Company Secretary & Vice-President(Internal Audit) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this 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

Resolution No 9:- Special Resolution

Proposed by:- Mr. Anil Kumar Chauhan Folio No. IN301774/10750157

Seconded by:- Mrs. Avantika Ahuja Folio No. 1302590000170164

"**RESOLVED THAT** subject to approval of Foreign Investment Promotion Board (FIPB), the consent be and is hereby accorded for increasing the limits of foreign investment by FPI & FII upto 26% and by NRI upto 24%, of the paid-up capital of the company, under the Portfolio Investment Scheme (PIS) of the FEMA (Transfer or issue of security by a person resident outside India) Regulations 2000 (as amended from time to time).

RESOLVED FURTHER THAT the total foreign investment as aforesaid shall not exceed the maximum permissible limit of foreign investment of 26% of the paid-up capital of the company.

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RESOLVED FURTHER THAT Mr. Aroon Purie, Managing Director, and/or Dr. Puneet Jain, Head - Legal & Compliances & Company Secretary & Vice President (Internal Audit) be and are hereby severally authorized to do such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any other officer(s) of the Company."

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.



Chairman

15.9.15

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