

September 28, 2015

To,
Listing/ Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex
Bandra (E), Mumbai- 400 051

Scrip Code: "NETWORK18"

To,
Department of Corporate Services
BSE Limited
P J Towers
Dalal Street,
Mumbai – 400 001

Scrip Code: 532798

Ref: Clause 31(d) of the Equity Listing Agreement.

Subject: Proceedings of the 20th Annual General Meeting of Network18 Media & Investments Limited held on September 24, 2015.

Dear Sir,

Pursuant to Clause 31(d) of the Listing Agreement, please find enclosed proceedings of the 20th Annual General Meeting of the Company held on September 24, 2015.

You are requested to take the above information on record and do the needful.

Thanking You,

Yours faithfully,

For Network18 Media & Investments Limited

Yug Samrat
Company Secretary



Encl: a/a

Network18 Media & Investments Limited

(CIN - L65910DL1996PLC076419)

Corp. office: Express Trade Tower, Plot No. 15-16, Sector 16A, Noida, Uttar Pradesh- 201 301, India

T +91 120 434 1818, F +91 120 432 4110

Regd. office: 503,504 & 507, 5th Floor, Mercantile House, 15, Kasturba Gandhi Marg, New Delhi- 110 001

T +91 11 4981 2600, F +91 11 4150 6115

W www.network18online.com E yug.samrat@network18online.com

Proceedings of the Annual General Meeting of Network18 Media & Investments Limited held on September 24, 2015

The 20th Annual General Meeting ("Meeting") of the Members of the Company was held on September 24, 2015 at 11.00 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 1681 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 have appointed Mr. Rajiv Kumar Adlakha of Adlakha & Adlakha 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. Rajiv Kumar Adlakha, 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.

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. Re-Appointment of Mr. Rohit Bansal as a Director who retires by rotation (Ordinary Resolution)
3. Ratification of appointment of Auditors and fixing their remuneration (Ordinary Resolution)

Network18 Media & Investments Limited

(CIN - L65910DL1996PLC076419)

Corp. office: Express Trade Tower, Plot No. 15-16, Sector 16A, Noida, Uttar Pradesh- 201 301, India

T +91 120 434 1818, F +91 120 432 4110

Regd. office: 503,504 & 507, 5th Floor, Mercantile House, 15, Kasturba Gandhi Marg, New Delhi- 110 001

T +91 11 4981 2600, F +91 11 4150 6115

W www.network18online.com E yug.samrat@network18online.com



SPECIAL BUSINESSES:

4. Appointment of Mr. Rajiv Krishan Luthra as an Independent Director (Ordinary Resolution)
5. Appointment of Mr. Dhruv Subodh Kaji as an Independent Director (Ordinary Resolution)
6. Appointment of Ms. Nirupama Rao as an Independent Director (Ordinary Resolution)
7. Appointment of Ms. Kshipra Jatana as Manager (Ordinary Resolution)
8. Ratification of remuneration of the Cost Auditors for the Financial year ending March 31, 2016 (Ordinary Resolution)

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

Mr. Rajiv Kumar Adlaka, 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 Network18 Media & Investments Limited


Yug Samrat
Company Secretary



Network18 Media & Investments Limited

(CIN - L65910DL1996PLC076419)

Corp. office: Express Trade Tower, Plot No. 15-16, Sector 16A, Noida, Uttar Pradesh- 201 301, India

T +91 120 434 1818, F +91 120 432 4110

Regd. office: 503,504 & 507, 5th Floor, Mercantile House, 15, Kasturba Gandhi Marg, New Delhi- 110 001

T +91 11 4981 2600, F +91 11 4150 6115

W www.network18online.com E yug.samrat@network18online.com