TV TODAY NETWORK LTD.
India Today Group Mediaplex
FC 8, Sector 16 A, Film City, Noida – 201301
Tel: +91 120 4807100

23rd September, 2013

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051.

Subject: Minutes of Annual General Meeting

Kind Attn: Mr. Hari K., Assistant Vice President

Dear Sir

We are enclosing herewith the copy of proceedings of Annual General Meeting of the Company held on 22nd August, 2013 in terms of Clause 31 (d) of the Listing Agreement.

Kindly acknowledge the receipt.

Thanking You.

Yours Truly,
For **T.V. Today Network Limited**

TV TODAY NETWORK LTD. NEW DELHI

Dr. Puneet Jain
Head - Legal & Compliance & Company Secretary
& Vice President (Internal Audit)

Encl:a/a

Shipra

MINUTES OF THE FOURTEENTH ANNUAL GENERAL MEETING OF T.V. TODAY NETWORK LIMITED HELD ON THURSDAY THE 22ND DAY OF AUGUST 2013 AT 03:00 P.M. AT THE AIRFORCE AUDITORIUM, SUBROTO PARK, DHAULA KUAN, NEW DELHI 110 010.

The following were present:-

Mr. Aroon Purie	Chairman & Managing Director
Ms. Koel Purie Rinchet	Whole Time Director
Mr. Anil Mehra	Director
Mr. Rakesh Kumar Malhotra	Director & Chairman of Audit Committee
Mr. Anil Vig	Director
Dr. Puneet Jain	Head – Legal & Compliance & Company Secretary & Vice President (Internal Audit)
Mr. Yatender Tyagi	Vice President (Finance & Accounts)

INVITEE

Mr. Dinesh Bhatia
Mr. Ashish Kumar Bagga

1404 Members	Present (in person)

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 2013* 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 230 of the Companies, 1956.

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).

AGENDA TAKEN UP

1. Approval of Accounts for the year ended 31st March, 2013

Proposed by: Mrs. Manju Mishra (DPID-Client ID 302269/10965926)
Seconded by: Mr. J. K. Bhambri (DPID-Client ID 302822/10009660)

"*RESOLVED THAT the Audited Balance sheet of the Company as at 31st* March, 2013 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

CHAIRMAN'S INITIALS

Cash Flow Statement be and are hereby received, considered and adopted."

On being put to vote by show of hands, the resolution was carried unanimously.

2. **Declaration of Dividend**

Proposed by: Mr. Krishan Gopal Sahni (DPID-Client ID 302566/10000626)
Seconded by: Ms. Sunita Chadha (DPID-Client ID 300206/10895862)

"**RESOLVED THAT** a dividend @ 15% (Rs. 0.75 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 07.08.2013."

On being put to vote by show of hands, the resolution was carried unanimously.

3. **Re-appointment of Mr. Anil Mehra as Director**

Proposed by: Mrs. Madhu Gupta (DPID-Client ID 300118/11071180)
Seconded by: Mr. Kapil Kapoor (Folio No. 4000150191101258)

"**RESOLVED THAT** Mr. Anil Mehra, 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."

On being put to vote by show of hands, the resolution was carried unanimously.

4. **Re-appointment of Mr. Rakesh Kumar Malhotra as Director**

Proposed by: Mr. Ajit Mishra (Folio No. 12044703589534)
Seconded by: Mr. Kamlesh Gupta (DPID-Client ID 300118/11169392)

"**RESOLVED THAT** Mr. Rakesh Kumar Malhotra, 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."

On being put to vote by show of hands, the resolution was carried unanimously.

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

Proposed by: Mr. Puneet Duggal (DPID-Client ID 300206/11008902)
Seconded by: Mrs. Rajni Gupta (DPID-Client ID 300708/10182550)

"**RESOLVED THAT** pursuant to provisions of Section 224(1) and other applicable provisions, if any, of the Companies Act, 1956, the retiring Auditors M/s Price Waterhouse (FRN:301112E), Chartered Accountants, be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General meeting till the conclusion of next Annual General Meeting, on such remuneration as may be determined by the Board of Directors and reasonable out of pocket expenses actually incurred by them in connection with audit."

On being put to vote by show of hands, the resolution was carried unanimously.

CHAIRMAN'S INITIALS

Shipra

6. **Approval of Remuneration of Ms. Koel Purie Rinchet, Whole Time Director**

Proposed by: Mr. Rahul Gupta (DPID-Client ID 300206/10902260)
Seconded by: Mr. Girdharilal Kukreja (DPID-Client ID 300118/10176860)

"**RESOLVED THAT** pursuant to Sections 198, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and statutory modification(s) or re-enactment thereof, for the time being in force, consent and approval of the Company be and is hereby accorded for payment of increased remuneration to Ms. Koel Purie Rinchet, Whole Time Director of the Company, with effect from 24th May 2013 to 23rd May 2015, by way of salary, perquisites and allowances payable to her as set out herein and providing absolute discretion to the Board of Directors (hereinafter referred to as the 'Board') to alter and vary the terms and conditions of remuneration as may be agreed to between the Board and Ms. Koel Purie Rinchet.

a) **Remuneration for the period 24th May, 2013 to 23rd May, 2014**

Basic	Rs. 2,93,760/- PM
Special Allowance	Rs. 83,670/- PM
House Rent Allowance	Rs. 1,03,680/- PM
Travel Assistance	Rs. 24,468/- PA
Bonus/Incentive (As per discretion of the management)	Rs. 25,92,000/- PA

b) ***Remuneration for the period 24th May, 2014 to 23rd May, 2015***

Basic	Rs. 3,52,512/- PM
Special Allowance	Rs. 1,00,404/- PM
House Rent Allowance	Rs. 1,24,416/- PM
Travel Assistance	Rs. 29,364/- PA
Bonus/Incentive (As per discretion of the management)	Rs. 31,10,400/- PA

Ms. Koel Purie Rinchet shall be entitled to use of a Company maintained car with driver, as per the rules on the Company, in connection with business of the Company.

The Company will provide telephone, internet connection at the residence of Ms. Koel Purie Rinchet, the Whole-Time-Director, the cost of which shall be included as perquisites to the employee. The company shall also provide her a mobile and blackberry for the business of the Company.

Ms. Koel Purie Rinchet shall be entitled to Provident Fund, Gratuity as per the Rules of the Company.

CHAIRMAN'S INITIALS

Ms. Koel Purie Rinchet shall be entitled to Group Medical Insurance Scheme and the Group Accident Insurance Scheme as applicable to Senior Employees of the Company.

Ms. Koel Purie Rinchet shall be entitled to the re-imbursement of entertainment, books and periodicals, travelling and all other expenses incurred for the business of the Company as per the rules of the Company.

The Management shall be 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.

So long as Ms. Koel Purie Rinchet is a Whole-Time-Director, she shall not be paid any fee for attending the meetings of the Board of Directors or any committee thereof.

For the above purpose, the perquisites shall be evaluated as per Income Tax Rules, 1962, wherever applicable. In the absence of any such Rules, perquisite shall be evaluated at actual.

RESOLVED FURTHER THAT the foregoing amount of remuneration, performance linked incentive and perquisites in any financial year shall be paid to Ms. Koel Purie Rinchet as minimum remuneration.

RESOLVED FURTHER THAT the aforesaid remuneration may be reviewed for upward revision as and when salary revision for other Senior Executives is considered by the Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all necessary or desirable steps for the aforesaid purpose and any matter incidental thereto."

On being put to vote by show of hands, the resolution was carried unanimously.

Vote of Thanks

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

Chairman

20.09.13

HAIRMAN'S INITIALS