

September 24, 2015

National Stock Exchange of India Limited  
Exchange Plaza  
Plot No.C/1, G-Block  
Bandra-Kurla Complex Bandra (E)  
Mumbai – 400 051  
Trading Symbol: “NETWORK18”

BSE Limited  
P J Towers Dalal Street  
Mumbai – 400 001  
Scrip Code: 532798

Ref: Clause 35A of the Listing Agreement.

Subject: Disclosure of Voting Results of the 20<sup>th</sup> Annual General Meeting of Network18 Media & Investments Limited held on September 24, 2015.

Dear Sir,

In terms of Clause 35A of the Listing Agreement, we are forwarding herewith results of the Voting (Insta poll & e-voting) conducted for the 20<sup>th</sup> 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: As above.

**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, 5<sup>th</sup> 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](http://www.network18online.com) E [yug.samrat@network18online.com](mailto:yug.samrat@network18online.com)

## Details of Voting Results

|                                                                                                          |                    |
|----------------------------------------------------------------------------------------------------------|--------------------|
| Date of the AGM/EGM:                                                                                     | September 24, 2015 |
| Total number of shareholders on record date (i.e. September 18, 2015 – Cut of date for e-voting purpose) | 74,717             |
| No. of Shareholders present in the meeting either in person or through proxy:                            | 1681               |
| Promoter & Promoter Group:                                                                               | 12                 |
| Public:                                                                                                  | 1669               |
| No. of Shareholders attended the meeting through video conferencing:                                     |                    |
| Promoter & Promoter Group:                                                                               | Not arranged       |
| Public:                                                                                                  |                    |

### Agenda-Wise

#### In case of poll/postal ballot/E-voting:

The mode of voting for all resolutions was remote e-voting and Insta poll (electronically) conducted at the meeting.

**Resolution 1: Consideration and adoption of: (a) Audited Financial Statement of the Company for the year ended March 31, 2015, Reports of the Board of Directors and Auditors thereon, (b) Audited Consolidated Financial Statement of the Company for the year ended March 31, 2015 and Report of the Auditors thereon (Ordinary Resolution)**

| Promoter /Public             | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- in favour | No. of votes- against | % of votes in favour on votes polled | % of votes against on votes polled |
|------------------------------|--------------------|---------------------|-----------------------------------------|-------------------------|-----------------------|--------------------------------------|------------------------------------|
|                              | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                     | (5)                   | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | 785211389          | 785211389           | 100.00                                  | 785211389               | -                     | 100.0000                             | -                                  |
| Public Institutional holders | 57373006           | 25089377            | 43.7303                                 | 25089377                | -                     | 100.0000                             | -                                  |
| Public-others                | 204364124          | 111121653           | 54.3743                                 | 111121559               | 94                    | 99.9999                              | 0.00001                            |
| <b>Total</b>                 | <b>1046948519</b>  | <b>921422419</b>    | <b>88.0103</b>                          | <b>921422325</b>        | <b>94</b>             | <b>99.9999</b>                       | <b>0.0001</b>                      |

### 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, 5<sup>th</sup> 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](http://www.network18online.com) E [yug.samrat@network18online.com](mailto:yug.samrat@network18online.com)



**Resolution 2: Appointment of Mr. Rohit Bansal as a Director who retires by rotation (Ordinary Resolution)**

| Promoter /Public             | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- in favour | No. of votes- against | % of votes in favour on votes polled | % of votes against on votes polled |
|------------------------------|--------------------|---------------------|-----------------------------------------|-------------------------|-----------------------|--------------------------------------|------------------------------------|
|                              | (1)                | (2)                 | (3)= [(2)/(1)]* 100                     | (4)                     | (5)                   | (6)=[(4)/(2)]* 100                   | (7)=[(5)/(2)]* 100                 |
| Promoter and Promoter Group  | 785211389          | 785211389           | 100.00                                  | 785211389               | -                     | 100.0000                             | -                                  |
| Public Institutional holders | 57373006           | 25089377            | 43.7303                                 | 25089377                | -                     | 100.0000                             | -                                  |
| Public-others                | 204364124          | 111121630           | 54.3743                                 | 111113982               | 7648                  | 99.9931                              | 0.0069                             |
| <b>Total</b>                 | <b>1046948519</b>  | <b>92142239</b>     | <b>88.0103</b>                          | <b>921414748</b>        | <b>7648</b>           | <b>99.9992</b>                       | <b>0.0008</b>                      |

**Resolution 3: Ratification of appointment of Walker, Chandio & Co. LLP, Statutory Auditors and fixing their remuneration (Ordinary Resolution)**

| Promoter /Public             | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- in favour | No. of votes- against | % of votes in favour on votes polled | % of votes against on votes polled |
|------------------------------|--------------------|---------------------|-----------------------------------------|-------------------------|-----------------------|--------------------------------------|------------------------------------|
|                              | (1)                | (2)                 | (3)= [(2)/(1)]* 100                     | (4)                     | (5)                   | (6)=[(4)/(2)]* 100                   | (7)=[(5)/(2)]* 100                 |
| Promoter and Promoter Group  | 785211389          | 785211389           | 100.00                                  | 785211389               | -                     | 100.0000                             | -                                  |
| Public Institutional holders | 57373006           | 25089377            | 43.7303                                 | 25089377                | -                     | 100.0000                             | -                                  |
| Public-others                | 204364124          | 111121654           | 54.3743                                 | 111121506               | 148                   | 99.9999                              | 0.0001                             |
| <b>Total</b>                 | <b>1046948519</b>  | <b>921422420</b>    | <b>88.0103</b>                          | <b>921422272</b>        | <b>148</b>            | <b>99.9999</b>                       | <b>0.0001</b>                      |

**Resolution 4: Appointment of Mr. Rajiv Krishan Luthra as an Independent Director, for a further term of 5 (five) consecutive years (Ordinary Resolution)**

| Promoter /Public             | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- in favour | No. of votes- against | % of votes in favour on votes polled | % of votes against on votes polled |
|------------------------------|--------------------|---------------------|-----------------------------------------|-------------------------|-----------------------|--------------------------------------|------------------------------------|
|                              | (1)                | (2)                 | (3)= [(2)/(1)]* 100                     | (4)                     | (5)                   | (6)=[(4)/(2)]* 100                   | (7)=[(5)/(2)]* 100                 |
| Promoter and Promoter Group  | 785211389          | 785211389           | 100.00                                  | 785211389               | -                     | 100.0000                             | -                                  |
| Public Institutional holders | 57373006           | 25089377            | 43.7303                                 | 25089377                | -                     | 100.0000                             | -                                  |
| Public-others                | 204364124          | 111121654           | 54.3743                                 | 111113980               | 7674                  | 99.9931                              | 0.0069                             |
| <b>Total</b>                 | <b>1046948519</b>  | <b>921422420</b>    | <b>88.0103</b>                          | <b>921414746</b>        | <b>7674</b>           | <b>99.9992</b>                       | <b>0.0008</b>                      |

**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, 5<sup>th</sup> 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](http://www.network18online.com) E [yug.samrat@network18online.com](mailto:yug.samrat@network18online.com)



**Resolution 5: Appointment of Mr. Dhruv Subodh Kaji as an Independent Director for a further terms of 5 (five) years (Ordinary Resolution)**

| Promoter /Public             | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- in favour | No. of votes- against | % of votes in favour on votes polled | % of votes against on votes polled |
|------------------------------|--------------------|---------------------|-----------------------------------------|-------------------------|-----------------------|--------------------------------------|------------------------------------|
|                              | (1)                | (2)                 | (3)= [(2)/(1)]* 100                     | (4)                     | (5)                   | (6)=[(4)/(2)]* 100                   | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | 785211389          | 785211389           | 100.00                                  | 785211389               | -                     | 100.0000                             | -                                  |
| Public Institutional holders | 57373006           | 25089377            | 43.7303                                 | 25089377                | -                     | 100.0000                             | -                                  |
| Public-others                | 204364124          | 111121654           | 54.3743                                 | 111114053               | 7601                  | 99.9932                              | 0.0068                             |
| <b>Total</b>                 | <b>1046948519</b>  | <b>921422420</b>    | <b>88.0103</b>                          | <b>921414819</b>        | <b>7601</b>           | <b>99.9992</b>                       | <b>0.0008</b>                      |

**Resolution 6: Appointment of Ms. Nirupama Rao as an Independent Director as an Independent Director for a further terms of 5 (five) years (Ordinary Resolution)**

| Promoter /Public             | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- in favour | No. of votes- against | % of votes in favour on votes polled | % of votes against on votes polled |
|------------------------------|--------------------|---------------------|-----------------------------------------|-------------------------|-----------------------|--------------------------------------|------------------------------------|
|                              | (1)                | (2)                 | (3)= [(2)/(1)]* 100                     | (4)                     | (5)                   | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | 785211389          | 785211389           | 100.00                                  | 785211389               | -                     | 100.0000                             | -                                  |
| Public Institutional holders | 57373006           | 25089377            | 43.7303                                 | 25089377                | -                     | 100.0000                             | -                                  |
| Public-others                | 204364124          | 111121654           | 54.3743                                 | 111114055               | 7599                  | 99.9932                              | 0.0068                             |
| <b>Total</b>                 | <b>1046948519</b>  | <b>921422420</b>    | <b>88.0103</b>                          | <b>921414821</b>        | <b>7599</b>           | <b>99.9992</b>                       | <b>0.0008</b>                      |

**Resolution 7: Appointment of Ms. Kshipra Jatana as Manager for a period of five years with effect from November 27, 2014. (Ordinary Resolution)**

| Promoter /Public             | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- in favour | No. of votes- against | % of votes in favour on votes polled | % of votes against on votes polled |
|------------------------------|--------------------|---------------------|-----------------------------------------|-------------------------|-----------------------|--------------------------------------|------------------------------------|
|                              | (1)                | (2)                 | (3)= [(2)/(1)]* 100                     | (4)                     | (5)                   | (6)=[(4)/(2)]* 100                   | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | 785211389          | 785211389           | 100.00                                  | 785211389               | -                     | 100.0000                             | -                                  |
| Public Institutional holders | 57373006           | 25089377            | 43.7303                                 | 25089377                | -                     | 100.0000                             | -                                  |
| Public-others                | 204364124          | 111121654           | 54.3743                                 | 111113982               | 7672                  | 99.9931                              | 0.0069                             |
| <b>Total</b>                 | <b>1046948519</b>  | <b>921422420</b>    | <b>88.0103</b>                          | <b>921414748</b>        | <b>7672</b>           | <b>99.9992</b>                       | <b>0.0008</b>                      |

**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, 5<sup>th</sup> 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](http://www.network18online.com) E [yug.samrat@network18online.com](mailto:yug.samrat@network18online.com)



**Resolution 8: Ratification of the Remuneration of Pramod Chauhan & Associates, Cost Accountants as the Cost Auditor (Ordinary Resolution)**

| Promoter /Public             | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- in favour | No. of votes- against | % of votes in favour on votes polled | % of votes against on votes polled |
|------------------------------|--------------------|---------------------|-----------------------------------------|-------------------------|-----------------------|--------------------------------------|------------------------------------|
|                              | (1)                | (2)                 | (3)= [(2)/(1)]* 100                     | (4)                     | (5)                   | (6)=[(4)/(2)]* 100                   | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | 785211389          | 785211389           | 100.00                                  | 785211389               | -                     | 100.0000                             | -                                  |
| Public Institutional holders | 57373006           | 25089377            | 43.7303                                 | 25089377                | -                     | 100.0000                             | -                                  |
| Public-others                | 204364124          | 111121649           | 54.3743                                 | 111121478               | 171                   | 99.9999                              | 0.0001                             |
| <b>Total</b>                 | <b>1046948519</b>  | <b>921422415</b>    | <b>88.0103</b>                          | <b>921422244</b>        | <b>171</b>            | <b>99.9999</b>                       | <b>0.0001</b>                      |

**Note:** All the aforesaid resolutions were passed with the requisite majority.

Thanking You,  
Yours faithfully,

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, 5<sup>th</sup> 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](http://www.network18online.com) E [yug.samrat@network18online.com](mailto:yug.samrat@network18online.com)