TV TODAY NETWORK LTD.
India Today Group Mediaplex
FC 8, Sector 16 A, Film City, Noida – 201301
Tel: +91 120 4908600 Fax: +91 120 4325028
Website: www.aajtak.in
CIN No : L92200DL1999PLC103001

22nd August, 2015

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

BSE Limited
P. J. Towers,
Dalal Street,
Mumbai – 400001.

Subject: Outcome of Annual General Meeting held on 20th August, 2015 under Clause 31(d) of the Listing Agreement and Voting results as per Clause 35A of the Listing Agreement

Dear Sir(s)

In accordance with Clause 31(d) of the Listing Agreement, this is to inform you that the following are the business transacted at the 16th Annual General Meeting held on 20th August, 2015.

S. No	RESOLUTIONS	Nature of Resolutions
ORDINARY BUSINESS		
1.	Consider and Adopt:- (a) The Audited financial statement of the Company for the financial year ended March 31,2015, the Reports of the Board of Directors and Auditors (b) The Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015	Ordinary
2.	Declaration of dividend on the equity shares of the company for the financial year ended March 31, 2015.	Ordinary
3.	Appointment of a Director in place of Mr. Devajyoti Bhattacharya (holding DIN: 00868751) who retires by rotation and being eligible, has offered himself for re-appointment.	Ordinary
4.	Appointment of M/s. Price Waterhouse, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next two Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company.	Ordinary

SPECIAL BUSINESS		
5.	Approve the remuneration of the Cost Auditors for the F.Y 2015-2016	Ordinary
6.	Ratify re-appointment of Ms. Koel Purie Rinchet as the Whole Time Director of the Company.	Ordinary
7.	Approve 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.	SPECIAL
8.	Adopt new set of Articles of Association of the Company in conformity with the Companies Act, 2013.	SPECIAL
9.	Approve increase in limit of foreign Investment by Foreign Portfolio Investors(FPI)/Foreign Institutional Investors(FII)/Non Residential Indians (NRI) under Portfolio Investment Scheme.	SPECIAL

The above mentioned resolutions were passed by requisite majority. The report of Scrutinizer on Poll and E-Voting conducted along with the consolidated report is attached herewith as Annexure-1 and is available on the website of the Company and CDSL.

In accordance with Clause 35A of the Listing Agreement the details and results of the business transacted at the Annual General Meeting of the Company held on 20th August, 2015 are as under:-

Date of the AGM: - 20th August, 2015

Total Number of Shareholders as on record date: 25821

No of Shareholders present in the meeting either in person or through proxy:

I. Promoter and Promoter Group : 2
II. Public : 1217
III. Total : 1219

No of Shareholders who attended the meeting through Video Conferencing: - Nil

Mode of Voting: - Poll and E-voting.

Results of the Votes cast through e-voting and Poll at the Venue of the AGM are enclosed as Annexure.

FOR T.V. TODAY NETWORK LIMITED

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

TV Today Network Limited

As per Clause 35A of the Listing Agreement with the Stock exchange

Mode of Voting: e-voting and Polling

E-Voting (During 16th August, 2015 to 19th August, 2015)

Total number of shareholders on cut-off 13.08.2015 date as on for E-voting: 25821

Poll at AGM dated 20th August, 2015

Total number of shareholders on record date 13.08.2015 as on for Poll conducted on AGM: 25821

No. of Shareholders attended the meeting through Video Conferancing

Promoters and Promoter Group	0
Public - Institutional holders	0
	0
Total	0

Note- The meeting was not conducted through video-conferencing mode

Detail of the Agenda:

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. : 1 - Adoption of financial statements of the Company for the year ended March 31, 2015							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00
Public - Others	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	**59648615**	**36046111**	**60.431**	**36046111**	**0**	**100.0000**	**0.0000**
Mode of voting: (Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others*	23275007	961	0.00	961	0	100.00	0.00
Total (B)*	**59648615**	**961**	**0.002**	**961**	**0**	**100.000**	**0.000**
Result E-voting and Poll	**59648615**	**36047072**	**60.432**	**36047072**	**0**	**100.0000**	**0.0000**

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 2 - Declaration of Dividend							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00
Public - Others	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	**59648615**	**36046111**	**60.431**	**36046111**	**0**	**100.0000**	**0.0000**
Mode of voting: (Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others*	23275007	961	0.00	961	0	100.00	0.00
Total (B)*	**59648615**	**961**	**0.002**	**961**	**0**	**100.00**	**0.00**
Result E-voting and Poll	**59648615**	**36047072**	**60.432**	**36047072**	**0**	**100.0000**	**0.0000**

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 3 - Appointment of Director retiring by rotation							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	712800	1323673	35.00	65.00
Public - Others	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	**59648615**	**36046111**	**60.431**	**34722438**	**1323673**	**96.3278**	**3.6722**
Mode of voting:(Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others*	23275007	961	0.00	961	0	100.00	0.00
Total (B)*	**59648615**	**961**	**0.002**	**961**	**0**	**100.00**	**0.00**
Result E-voting and Poll	**59648615**	**36047072**	**60.432**	**34723399**	**1323673**	**96.3279**	**3.6721**

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 4 - Appointment of Statutory Auditors							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	**59648615**	**36046111**	**60.431**	**36046111**	**0**	**100.0000**	**0.0000**
Mode of voting: (Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others	23275007	961	0.00	961	0	100.00	0.00
Total (B)	**59648615**	**961**	**0.002**	**961**	**0**	**100.00**	**0.00**
Result E-voting and Poll	**59648615**	**36047072**	**60.432**	**36047072**	**0**	**100.0000**	**0.0000**

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 5 - Remuneration payable to Cost Auditor							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	**59648615**	**36046111**	**60.431**	**36046111**	**0**	**100.0000**	**0.0000**
Mode of voting: (Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others	23275007	961	0.00	961	0	100.00	0.00
Total (B)	**59648615**	**961**	**0.002**	**961**	**0**	**100.00**	**0.00**
Result E-voting and Poll	**59648615**	**36047072**	**60.432**	**36047072**	**0**	**100.0000**	**0.0000**

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 6 - Ratification of re-appointment of Mrs. Koel Purie Rinchet as the Whole Time Director of the Company							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	**59648615**	**36046111**	**60.431**	**36046111**	**0**	**100.0000**	**0.0000**
Mode of voting: (Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others	23275007	961	0.00	961	0	100.00	0.00
Total (B)	**59648615**	**961**	**0.002**	**961**	**0**	**100.00**	**0.00**
Result E-voting and Poll	**59648615**	**36047072**	**60.432**	**36047072**	**0**	**100.0000**	**0.0000**

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 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 required: (Special)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	712800	1323673	35.00	65.00
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	**59648615**	**36046111**	**60.431**	**34722438**	**1323673**	**96.3278**	**3.6722**
Mode of voting: (Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others	23275007	961	0.00	961	0	100.00	0.00
Total (B)	**59648615**	**961**	**0.002**	**961**	**0**	**100.00**	**0.00**
Result E-voting and Poll	**59648615**	**36047072**	**60.432**	**34723399**	**1323673**	**96.3279**	**3.6721**

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 8- Adoption of new set of Articles of Association of the Companyin conformity with the Companies Act, 2013							
Resolution required: (Special)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	**59648615**	**36046111**	**60.431**	**36046111**	**0**	**100.0000**	**0.0000**
Mode of voting: (B189Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others	23275007	961	0.00	961	0	100.00	0.00
Total (B)	**59648615**	**961**	**0.002**	**961**	**0**	**100.00**	**0.00**
Result E-voting and Poll	**59648615**	**36047072**	**60.432**	**36047072**	**0**	**100.0000**	**0.0000**

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 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 required: (Special)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	**59648615**	**36046111**	**60.431**	**36046111**	**0**	**100.0000**	**0.0000**
Mode of voting: (Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others	23275007	961	0.00	961	0	100.00	0.00
Total (B)	**59648615**	**961**	**0.002**	**961**	**0**	**100.00**	**0.00**
Result E-voting and Poll	**59648615**	**36047072**	**60.432**	**36047072**	**0**	**100.0000**	**0.0000**

* 10 Ballot comprising of 34 equity shares considered invalid

Form No. MGT- 13
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
T.V. Today Network Limited
F-26, First Floor, Connaught Circus,
New Delhi-110001

For 16th Annual General Meeting of Shareholders of the Company, held on Thursday, the 20th day of August, 2015 at 03.00 p.m. at Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110010

Dear Sir,

I, Advocate Abhishek Bansal, Senior Associate at ***Corporate Professionals, Advisors & Advocates***, having its office at D-38, South Extension, Part-1, New Delhi 110049, was appointed as the Scrutinizer for the purpose of e-voting and Poll conducted in respect of each matter which become the agenda of 16th Annual General Meeting of the Shareholders of **T.V. Today Network Limited** held on 20th August, 2015 at 03.00 P.M., hereby submit my report on e-voting and Poll as under:

1. After the time fixed for closing of poll by the chairman, a ballot box was kept for polling and was locked in my presence with due identification marks placed by me

2. The ballot box was shown empty to the shareholders present in the AGM and then closed and sealed in my presence before the AGM before polling. The ballot box after polling were opened and ballot papers were scrutinized in my presence and in the presence of the witnesses, Mr. Praveen Kumar, Mr. Raj Bala, Dr. Chanchal, Mr. Santosh Bhutani and Mr. Davinder Pal, the shareholders of the Company.

3. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and Authorizations/Proxies lodged with the Company.

Corporate Professionals - Advisors & Advocates
D-38, South Extn. Part-I, New Delhi - 110049 India | T : +91 11 40622250 | F : +91 11 40622201 | E : info@indiacp.com
www.corporateprofessionals.com

4. The polling papers which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with records have been treated as invalid and were kept separately

5. The remote e-voting conducted during 16th August, 2015 from 10.00 a.m. up to the close of working hours, 5:00 p.m. on 19th August, 2015, the day and time fixed by the Company for closing of remote e-voting, were considered for scrutiny.

6. The voting at the Annual General Meeting was conducted through Poll for the members who have not cast their vote through remote e-voting.

7. The votes were duly unblocked in my presence and scrutinized and the shareholding was confirmed with the Register of Members as on August 13th, 2015, being maintained by the Registrar and Share Transfer Agent ("RTA") of the Company.

8. The e-voting & Poll process were conducted in accordance with the procedures prescribed.

9. The result of the Poll and e-voting is as under:-

(a) Resolution 1: Adoption of financial statements of the Company for the year ended March 31, 2015 (Proposed as Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
127	961	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes*:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
10	34

* 10 Ballot considered invalid

E- VOTING RESULTS

(i) Voted in **favour** of the resolution:

Number of members voting	Number of votes cast by them
15	360,46,111

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast by them
0	0

(b) Resolution 2: Declaration of Dividend (Proposed as Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
127	961	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
10	34

* 10 Ballot considered invalid

E- VOTING RESULTS

(i) Voted in **favour** of the resolution:

Number of members voting	Number of votes cast by them
15	360,46,111

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast by them
0	0

(c) Resolution 3: Appointment of Director retiring by rotation (Proposed as Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
127	961	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
10	34

* 10 Ballot considered invalid

E- VOTING RESULTS

(i) Voted in **favour** of the resolution:

Number of members voting	Number of votes cast by them

14	347,22,436

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast by them
1	13,23,673

(d) Resolution 4: Appointment of Statutory Auditors (Proposed as Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
127	961	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
10	34

* 10 Ballot considered invalid

E- VOTING RESULTS

(i) Voted in **favour** of the resolution:

Number of members voting	Number of votes cast by them
15	360,46,111

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast by them
0	0

(e) Resolution 5: Remuneration payable to the Cost Auditor (Proposed as Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
127	961	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
10	34

* 10 Ballot considered invalid

E- VOTING RESULTS

(i) Voted in **favour** of the resolution:

Number of members voting	Number of votes cast by them
15	360,46,111

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast by them
0	0

(f) Resolution 6: Ratification of re-appointment of Ms. Koel Purie Rinchet as the Whole Time Director of the Company (Proposed as Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
127	961	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
10	34

* 10 Ballot considered invalid

E- VOTING RESULTS

(i) Voted in **favour** of the resolution:

Number of members voting	Number of votes cast by them
15	360,46,111

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast by them
0	0

(g) 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. (Proposed as Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

127	961	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
10	34

* 10 Ballot considered invalid

E- VOTING RESULTS

(i) Voted in **favour** of the resolution:

Number of members voting	Number of votes cast by them
14	347,22,438

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast by them
1	13,23,673

(h) Resolution 8: Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013. (Proposed as Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
127	961	100%

(ii) Voted **against** the resolution:

Number of members	Number of votes cast by	% of total number of

present and voting (in person or by proxy)	them	valid votes cast
0	0	0%

(iii) Invalid votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
10	34

* 10 Ballot considered invalid

E- VOTING RESULTS

(i) Voted in **favour** of the resolution:

Number of members voting	Number of votes cast by them
15	360,46,111

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast by them
0	0

(i) 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. (Proposed as Special Resolution)

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
127	961	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
10	34

10 Ballot considered invalid

E- VOTING RESULTS

(i) Voted in **favour** of the resolution:

Number of members voting	Number of votes cast by them
15	360,46,111

(ii) Voted **against** the resolution:

Number of members voting	Number of votes cast by them
0	0

10. A Compact Disc (CD) containing a list of shareholders who voted "FOR", "AGAINST" and those whose vote were declared invalid for each resolution is enclosed for your perusal.

11. All the above mentioned resolutions have been passed with requisite majority.

12. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking You

Yours faithfully,

Adv. Abhishek Bansal
Senior Associate
Corporate Professionals
Advisors & Advocates

Dated: 21 August, 2015
Place: New Delhi

Report of Scrutinizer

For 16th Annual General Meeting of Shareholders of the Company, held on Thursday, the 20th day of August, 2015 at 03.00 p.m. at Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110010

To
The Chairman
T.V. Today Network Limited
F-26, First Floor, Connaught Circus,
New Delhi-110001

Dear Sir,

I, Advocate Abhishek Bansal, Senior Associate at ***Corporate Professionals, Advisors & Advocates,*** having its office at D-38, South Extension, Part-1, New Delhi 110049, was appointed as the Scrutinizer for the purpose of e-voting and Poll conducted in respect of each matter which become the agenda of 16th Annual General Meeting of the shareholders of **T.V. Today Network Limited** held on 20th August, 2015 at 03.00 P.M, hereby submit my report on e-voting and Poll as under:

1. The remote e-voting conducted from 16th August, 2015 from 10:00 a.m till close of working hours, 5:00 p.m. on 19th August, 2015, the day and time fixed by the Company for closing of remote e-voting, was considered for scrutiny.

2. The voting at the Annual General Meeting ('AGM') was conducted through Poll (ballot papers) for the members who have not cast their vote through remote e-voting.

3. The ballot box was shown empty to the shareholders present in the AGM and then closed and sealed in my presence before the AGM before polling. The ballot box after polling were opened and ballot papers were scrutinized in my presence and in the presence of the witnesses, Mr. Praveen Kumar, Mr. Raj Bala, Dr. Chanchal, Mr. Santosh Bhutani and Mr. Davinder Pal, the shareholders of the Company

4. The votes were duly unblocked in my presence and scrutinized and the shareholding was confirmed with the Register of Members as on cut-off date, August 13th, 2015, being maintained by the Registrar and Share Transfer Agent ("RTA") of the Company.

5. The votes which were incomplete, and/ or which were otherwise found defective have been treated as invalid.

6. The e-voting & Poll process were conducted in accordance with the procedures prescribed.

7. The disclosure regarding the result of e-voting & Poll conducted as required under section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rule 2015 and clause 35A of the Listing Agreement, is attached as **Annexure**-I

Thanking You
Yours faithfully

Abhishek Bansal
Advocate
Sr. Associate
Corporate Professionals, *Advisors & Advocates*

Dated- 21.08.2015
Place- New Delhi

TV Today Network Limited

Annexure-1

As per Clause 35A of the Listing Agreement with the Stock exchange

Mode of Voting: e-voting and Polling

E-Voting (During 16th August, 2015 to 19th August, 2015)

Total number of shareholders on cut-off 13.08.2015 date as on for E-voting: 25821

Poll at AGM dated 20th August, 2015

Total number of shareholders on record date 13.08.2015 as on for Poll conducted on AGM: 25821

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group	0
Public - Institutional holders	0
	0
Total	0

Note- The meeting was not conducted through video-conferencing mode

Detail of the Agenda:

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. : 1 - Adoption of financial statements of the Company for the year ended March 31, 2015							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00
Public - Others	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	**59648615**	**36046111**	**60.431**	**36046111**	**0**	**100.0000**	**0.0000**
Mode of voting: (Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others*	23275007	961	0.00	961	0	100.00	0.00
Total (B)*	**59648615**	**961**	**0.002**	**961**	**0**	**100.000**	**0.000**
Result E-voting and Poll	**59648615**	**36047072**	**60.432**	**36047072**	**0**	**100.0000**	**0.0000**

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 2 - Declaration of Dividend							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00
Public - Others	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	59648615	36046111	60.431	36046111	0	100.0000	0.0000
Mode of voting: (Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others*	23275007	961	0.00	961	0	100.00	0.00
Total (B)*	59648615	961	0.002	961	0	100.00	0.00
Result E-voting and Poll	59648615	36047072	60.432	36047072	0	100.0000	0.0000

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 3 - Appointment of Director retiring by rotation							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	712800	1323673	35.00	65.00
Public - Others	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	59648615	36046111	60.431	34722438	1323673	96.3278	3.6722
Mode of voting:(Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others*	23275007	961	0.00	961	0	100.00	0.00
Total (B)*	59648615	961	0.002	961	0	100.00	0.00
Result E-voting and Poll	59648615	36047072	60.432	34723399	1323673	96.3279	3.6721

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 4 - Appointment of Statutory Auditors							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	59648615	36046111	60.431	36046111	0	100.0000	0.0000
Mode of voting: (Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others	23275007	961	0.00	961	0	100.00	0.00
Total (B)	59648615	961	0.002	961	0	100.00	0.00
Result E-voting and Poll	59648615	36047072	60.432	36047072	0	100.0000	0.0000

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 5 - Remuneration payable to Cost Auditor							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	59648615	36046111	60.431	36046111	0	100.0000	0.0000
Mode of voting: (Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others	23275007	961	0.00	961	0	100.00	0.00
Total (B)	59648615	961	0.002	961	0	100.00	0.00
Result E-voting and Poll	59648615	36047072	60.432	36047072	0	100.0000	0.0000

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 6 - Ratification of re-appointment of Mrs. Koel Purie Rinchet as the Whole Time Director of the Company							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	59648615	36046111	60.431	36046111	0	100.0000	0.0000
Mode of voting: (Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others	23275007	961	0.00	961	0	100.00	0.00
Total (B)	59648615	961	0.002	961	0	100.00	0.00
Result E-voting and Poll	59648615	36047072	60.432	36047072	0	100.0000	0.0000

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 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 required: (Special)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	712800	1323673	35.00	65.00
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	59648615	36046111	60.431	34722438	1323673	96.3278	3.6722
Mode of voting: (Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others	23275007	961	0.00	961	0	100.00	0.00
Total (B)	59648615	961	0.002	961	0	100.00	0.00
Result E-voting and Poll	59648615	36047072	60.432	34723399	1323673	96.3279	3.6721

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 8- Adoption of new set of Articles of Association of the Companyin conformity with the Companies Act, 2013							
Resolution required: (Special)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	59648615	36046111	60.431	36046111	0	100.0000	0.0000
Mode of voting: (B1BPoll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others	23275007	961	0.00	961	0	100.00	0.00
Total (B)	59648615	961	0.002	961	0	100.00	0.00
Result E-voting and Poll	59648615	36047072	60.432	36047072	0	100.0000	0.0000

* 10 Ballot comprising of 34 equity shares considered invalid

Resolution No. : 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 required: (Special)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	34250171	33954333	99.14	33954333	0	100.00	0.00
Public - Institutional holders	2123437	2036473	95.90	2036473	0	100.00	0.00
Public - Others*	23275007	55305	0.24	55305	0	100.00	0.00
Total (A)	**59648615**	**36046111**	**60.431**	**36046111**	**0**	**100.0000**	**0.0000**
Mode of voting: (Poll)							
Promoters and Promoter Group	34250171	0	0.00	0	0	0.00	0.00
Public - Institutional holders	2123437	0	0.00	0	0	0.00	0.00
Public - Others	23275007	961	0.00	961	0	100.00	0.00
Total (B)	**59648615**	**961**	**0.002**	**961**	**0**	**100.00**	**0.00**
Result E-voting and Poll	**59648615**	**36047072**	**60.432**	**36047072**	**0**	**100.0000**	**0.0000**

* 10 Ballot comprising of 34 equity shares considered invalid

Adv. Abhishek Bansal
Senior Associate
Corporate Professionals,
Advisors & Advocates

Dated: 21/08/2015
Place: New Delhi