

22nd September 2010

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai-400 051

Sub: Minutes of Annual General Meeting

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

Dear Sir,

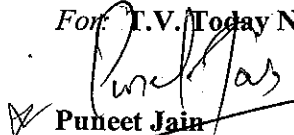
We are enclosing herewith copy of proceedings of Annual General Meeting of the Company held on 26th August 2010 in terms of Clause 31(d) of the Listing Agreement.

Kindly acknowledge the receipt.

Thanking you

Yours truly,

For: T.V. Today Network Limited


Puneet Jain

Company Secretary & DGM (F & A)



Enc: a/a

MINUTES OF THE ELEVENTH ANNUAL GENERAL MEETING OF T.V. TODAY NETWORK LIMITED HELD ON THURSDAY THE 26TH DAY OF AUGUST 2010 AT 1:00 P.M. AT M.P.C.U. SHAH AUDITORIUM, MAHATMA GANDHI SANSKRITIK KENDRA, (SHREE DELHI GUJARATI SAMAJ) 2, RAJ NIVAS MARG, DELHI - 110 054

The following were present:-

Mr. Aroon Purie	-Chairman & Managing Director
Mr. Anil Mehra	-Director
Mr. Rakesh Kumar Malhotra	-Director & Chairman of Audit Committee
Mr. G. Krishnan	-Chief Executive Officer
Mr. Anil Vig	-Director
Mr. Gulab Makhija	-Vice President (Finance & Accounts)
Mr. Puneet Jain	- Company Secretary & DGM (F & A)
495 Members	-Present (in person)
11 Members	-Present (in 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 2010 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 Mr. Puneet Jain, Company Secretary & DGM (F & A) 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, 2010

Proposed by: Mr. Sunita Gupta (Folio No. 1201910100013449)

Seconded by: Mr. Rajiv Gupta (Folio No. 1201910100069528)

"RESOLVED THAT the Audited Balance sheet of the Company as at 31st March, 2010 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 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. Santosh Bhutani (Folio No. 1203000000004930)

Seconded by: Mr. Charu Juneja (Folio No. 1203000000063771)



CHAIRMAN'S
DATE
11/8/10

"RESOLVED THAT a dividend @ 15% (Rs. 0.75 per equity share of the value of Rs. 5/-) (free of tax) be paid to the members whose name appear in the Register of Members as at the close of 24.08.2010."

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

3. Re-appointment of Mr. Anil Vig as Director

Proposed by: Mr. Sudhir Kumar Gupta (Folio No. 1203000000002164)

Seconded by: Mrs. Usha Gupta (DPID-Client ID 300206/10914076)

"RESOLVED THAT Mr. Anil Vig, 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. Prem Chachra (DPID/Client ID IN300513/10627757)

Seconded by: Mr. Gurcharan Jeet Singh (DPID 1201410000007110)

"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. Rahul Gupta (DPID/Client ID- IN300206/10902260)

Seconded by: Mrs. Shweta Gupta (DPID - Client ID- IN300206/10902253)

"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 & Co., 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.

6. Appointment of Mr. Ashok Kapur as Director

Proposed by: Mr. K.G. Sahni (DPID - Client ID IN302566/10000626)

Seconded by: Mr. Shweta Sahni (DPID - Client ID IN302566/10000642)

"RESOLVED THAT Mr. Ashok Kapur, who was appointed as an Additional Director of the Company and who holds office upto the conclusion of this Annual General Meeting, be and is hereby 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.



Proposed by: Mr. Om Prakash (DPID - Client ID IN300394/12477193)

Seconded by: Mr. Davinder Kaur (DPID - Client ID IN300206/10869763)

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "Act"), consent and approval of Company be and is hereby accorded for appointment of Ms. Koel Purie Rinchet, as Whole Time Director of the Company for period and upon the terms as to remuneration and perquisites (approved by Remuneration Committee) as:

a. Period:

5 years w.e.f. 24th May 2010.

b. Remuneration:

For the period 24th May 2010 to 31st March 2011.

Basic	Rs. 1,70,000/- PM
Special Allowance	Rs. 48,420/- PM
HRA	Rs. 60,000/- PM
Leave Travel Assistance	Rs. 14,160/- P A
Bonus/Incentive (as per the discretion of the management)	Rs. 15,00,000/- P A

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

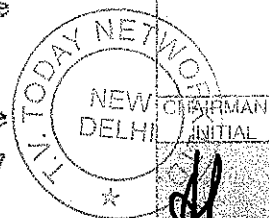
The Company will provide telephone, internet connection at the residence of Ms. Koel Purie Rinchet, the Whole-Time-Director, the cost of which shall not be included as perquisites to the employee. The company shall also provide her a mobile and blackberry for the business of the Company.

Ms. Koel Purie Rinchet shall be entitled to Provident Fund, Gratuity as per the Rules of the Company. 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 will be entitled to the re-imbursement of entertainment, 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.



Where in any Financial Year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration, performance linked incentive and perquisites in the year shall be paid to Ms. Koel Purie Rinchet as minimum remuneration.

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 aggregate of remuneration by way of salary, commission, perquisites and allowances etc. payable to Ms. Koel Purie Rinchet shall not exceed 5% of net profits of the Company in a financial year computed in manner laid down under Section 309 (5) of the Companies Act, 1956 and within the overall limit prescribed under Section 198 and 309 read with Schedule XIII of the Act.

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.

8. Re-appointment of Mr. Aroon Purie as Managing Director

Proposed by: Mr. Chander Mohan (DPID - Client ID IN302404/10056700)

Seconded by: Mr. Savita Rani Kumar (DPID - Client ID IN300206/10925401)

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "Act") or any other statutory modification or re-enactment thereof, the re-appointment of Shri Aroon Purie as Managing Director of the Company for a period of five years w.e.f. 1st April, 2010, be and is hereby approved on the terms of remuneration and conditions as set out below, and in the event of inadequacy or absence of profits in any financial year, the remuneration comprising salary, performance incentive, perquisites and benefits as approved herein be paid as minimum remuneration to the said Managing Director subject to approvals, if any, as may be required.

a. Period:

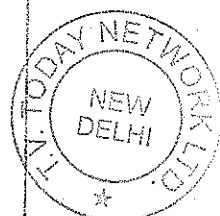
5 years w.e.f. 1st April, 2010.

b. Remuneration

(a) Salary - NIL

(b) Commission including perquisites - 5% of the net profits of the Company computed in the manner laid down under Section 309 (5) of the Companies Act, 1956.

c) 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.

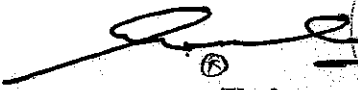
RESOLVED FURTHER THAT the aggregate of remuneration by way of salary, commission, perquisites and allowances etc. payable to Mr. Aroon Purie shall not exceed 5% of net profits of the Company in a financial year computed in manner laid down under Section 309 (5) of the Companies Act, 1956 and within the overall limit prescribed under Section 198 and 309 read with Schedule XIII of the Act.

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 and also to settle any question or difficulty in connection therewith or 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

