



T. V. Today Network Limited

Registered Office: F-26, First Floor, Connaught Circus, New Delhi 110001, Telephone Number: 0120-4807100

Fax Number: 0120-4325028, Website: www.aajtak.intoday.in, Email: investors@aajtak.com

CIN No. L92200DL1999PLC103001

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 20th (Twentieth) Annual General Meeting ('AGM' or 'the Meeting') of the members of T.V. Today Network Limited ("the Company") will be held on Thursday, September 12, 2019 at 03.30 p.m. (IST) at the Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110010 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of Rs. 2.25/- per Equity Share of Rs. 5/- each fully paid for the financial year 2018-19.
3. To appoint a Director in place of Mr. Devajyoti Nirmal Bhattacharya (DIN: 00868751) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Approval for revision in remuneration of Ms. Kalli Purie Bhandal (DIN : 00105318), Vice Chairperson and Managing Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time, consent of the members be and is hereby accorded for revision/payment of remuneration and commission to Ms. Kalli Purie Bhandal, Vice-Chairperson and Managing Director of the Company for a period of 4 (Four) years from April 1, 2019 to March 31, 2023, as approved and recommended by the Nomination & Remuneration Committee and Audit Committee and as mentioned below:

Particulars	Amount (In ₹ Per Month)
FIXED SALARY	
Basic Pay	17,50,000
Special Allowance	8,67,334
House Rent Allowance/ Company Leased Accommodation	5,00,000
Employer's share of Provident Fund	2,10,000
TOTAL – I	33,27,334
ANNUAL BENEFITS	
Leave Travel Assistance/ Allowance for self & dependent family members	6,000
TOTAL – II	6,000
Cost to the Company per month (I + II)	33,33,334
Total Cost to the Company per annum	4,00,00,008
COMMISSION	Commission @ 2% of the net profits of the Company computed in the manner laid down under Section 198 of the Companies Act, 2013.

Perquisites:

In addition to the salary, Ms. Kalli Purie Bhandal is entitled to the following perquisites:

- (i) Personal Accident Insurance
Group Accidental Insurance Policy maximum upto Rs. 30,00,000.
- (ii) Life Insurance
Family floater mediclaim Insurance cover maximum upto Rs. 3,00,000.
- (iii) Medical Reimbursements
For self and family members at actuals, subject to production of bills.

(iv) Company maintained car and reimbursement of driver's salary

Entitled to use Company maintained car with reimbursement of driver's salary, as per the rules of the Company, in connection with business of the Company.

(v) Telephone and Mobile

Reimbursement of Residential Telephone and Mobile usage expenses for official purposes on actual basis.

(vi) Leave

Entitled for leave as per the rules of the Company and accumulation of leave will also be as per the rules of the Company.

(vii) Provident fund, superannuation and gratuity

Entitled to Provident Fund, Superannuation and Gratuity as per rules of the Company.

(viii) Bonus / Performance Incentive/Ex-Gratia

Entitled to Annual Bonus/Performance Incentive/Ex-Gratia in line with the Company's policy subject to the approval of Nomination and Remuneration Committee and the Board.

Other terms and conditions:

- (i) Entitled to get reimbursements of entertainment, travelling and other expenses incurred in connection of business of the Company, as per rules of the Company.
- (ii) The management shall be entitled to inter change the remuneration from one head to another as it may consider appropriate within the overall limits.
- (iii) The Company will not pay any fee for attending the meetings of the Board of Directors or any committee thereof, so long as she being Managing Director of the Company.
- (iv) The perquisites shall be evaluated as per Income Tax Rules, 1962. In the absence of any such rules, perquisite shall be evaluated at actuals.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, revise and vary the aforesaid remuneration payable from time to time within the provisions of the Act, rules thereto and Schedule V of the Act, or any amendment thereto or any re-enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Ms. Kalli Purie Bhandal as a Vice Chairperson & Managing Director of the Company, the abovementioned remuneration shall be the minimum remuneration payable subject to compliance of Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors be and hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

5. **Approval of remuneration of Mr. Aroon Purie (DIN: 00002794), Chairman and Whole-time Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time, consent of the members be and is hereby accorded for payment of remuneration/commission to Mr. Aroon Purie, Chairman and Whole – time Director of the Company for a period of 4 (Four) years from April 1, 2019 to March 31, 2023, as mentioned below:

- (i) Salary – NIL
- (ii) Commission including perquisites @ 5% of the net profits of the Company computed in the manner laid down under Section 198 of the Companies Act, 2013.
- (iii) 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 Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to the above resolution."

6. **Appointment of Mrs. Neera Malhotra (DIN: 00118387) as an Independent Director.**

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mrs. Neera Malhotra (DIN:00118387) (aged 64 years), who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of 5 (five) consecutive years with effect from June 20, 2019 to June 19, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorised to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to the above resolution.”

7. Ratification of remuneration to be paid to M/s SKG & Co., Cost Accountants, Cost Auditors of the Company

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 1,45,000 (Rupees One lakh forty five thousand only) plus out of pocket expenses at actual and GST as applicable as approved by the Board on the recommendation of the Audit Committee, to be paid to M/s SKG & Co., Cost Accountants, (Registration no. 000418), Cost Auditor of the Company for the cost audit w.r.t. the financial year 2019-20, be and is hereby ratified, confirmed and approved.”

Place: Noida **By order of the Board of Directors**
Date: July 08, 2019 **For T.V. Today Network Limited**

Ashish Sabharwal
Group Head-Secretarial & Company Secretary
Membership Number: F4991

Registered Office:
 F-26, First Floor, Connaught Circus,
 New Delhi – 110001
 CIN: L92200DL1999PLC103001
 Phone:0120 – 4807100
 Email id: investors@aatk.com
 Website: www.aatk.intoday.in

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total paid-up share capital of the Company carrying voting rights. A member holding more than ten percent of the total paid-up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy form, in order to be effective, should be duly stamped, signed and completed in all respects and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A proxy form is attached to this Notice.

2. Corporate members intending to send their authorized representatives to attend the AGM are requested to deposit board resolution/letter of authority/power of attorney, together with the respective specimen signatures of those representative(s) authorized under the said document to attend and vote on their behalf at the Meeting at the Registered Office of the Company not less than 48 hours before the commencement of the Company.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Information regarding particulars of the Director(s) in terms of Secretarial Standard 2, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting, are annexed hereto.
5. The Notice of AGM is being sent to those members/beneficial owners whose name appear in the register of members/list of beneficiaries received from the depositories as on Friday, July 12, 2019.
6. Copy of the Annual Report, Notice of Twentieth AGM 2018-19 are sent to the members through email who have registered their email addresses with the Company/ Depository Participant (DP)/Company’s Registrar and Transfer Agent (RTA).

Members are requested to update their preferred email address with the Company/DPs/RTA, which will be used for the purpose of future communications.

Member(s) whose email address is not registered with the Company are being sent physical copies of the Notice of Twentieth AGM and Annual Report at their registered address through permitted mode.

Member(s) whose email address is registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at Secretarial Department, India Today Group Mediaplex, FC-8, Sector-16A, Film City, Noida-201301 or to the RTA at F-65, Okhla Industrial Area, Phase-I, New Delhi-110020. The members may also send requests to the Company's investor email id: investors@ajitak.com.

7. Members may also note that the Notice of Twentieth AGM and Annual Report 2018-19 will also be available on the Company's website at <https://ajitak.intoday.in/investor/> for their download.
8. The Register of Members and the Share Transfer books of the Company will remain closed from September 06, 2019 to September 12, 2019 (both days inclusive) in accordance with the provisions of Section 91 of the Companies Act, 2013 and the Listing Regulations, for the purpose of AGM and determining the names of the members eligible for dividend on equity shares, as may be approved and declared by the members at the ensuing AGM.
9. The dividend on Equity Shares, if declared at the Meeting, will be paid within 30 days from the date of declaration to those members whose names appear in the Register of Members and those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners on close of the day on September 05, 2019.
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or the RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Members holding shares in electronic form are, therefore, requested to intimate any change in bank mandate to their Depository Participant.

Members holding shares in physical form who are desirous of either registering or changing their bank particulars already registered against their folios for

payment of dividend are requested to write to the RTA immediately.

11. Listing Regulations has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialised form and with the registrar and share transfer agent in respect of shares held in physical form.
12. Route Map and the prominent land mark of the AGM Venue is annexed with this Notice.
13. Members who wish to claim Dividends, which remain unclaimed, are requested to contact Secretarial Department of the Company/Company's RTA.
14. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 (IEPF Rules), the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investors Education and Protection Fund (IEPF) established by the Central Government.

The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to dividend for financial year 2010-11 to IEPF. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on September 10, 2018 (date of the previous Annual General Meeting) on the website of the Company at <https://ajitak.intoday.in/investor/> and also on the website of the Ministry of Corporate Affairs (MCA).

The concerned members are requested to verify the details of their unclaimed amounts, if any, from the said websites and may claim unpaid and unclaimed dividend by writing to the Company's RTA before the same becoming due for transfer to the IEPF.

As per Section 124 of the Companies Act, 2013 read with IEPF Rules, shares on which dividend remain unpaid/

unclaimed for seven consecutive years are required to be compulsorily transferred to IEPF. The Company has individually sent notices to such members whose shares are required to be transferred to the IEPF Authority. An advertisement to this effect was also published in leading English and vernacular newspapers. The Company has also uploaded the detail of such members and the shares due for transfer to IEPF on its website at <https://ajitak.intoday.in/investor/> and also on the website of MCA i.e. at www.mca.gov.in. Shareholders are requested to claim the dividend on these equity shares latest by September 26, 2019 to avoid aforesaid transfer of shares. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application the details of which are available at www.iepf.gov.in.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
16. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the Equity Shares of the Company.
17. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the Notice and explanatory statement, including certificate from the Auditors of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the

commencement of the Annual General Meeting and ending with the conclusion of the said meeting, provided he has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.

18. Members may please note that no gift/gift coupons shall be distributed at the venue of the AGM.
19. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
20. Members having any question on financial statements or any agenda item proposed in the Notice of AGM are requested to send their queries at least 15 days in advance of the Meeting at the Company's registered office at F-26, First Floor, Connaught Circus, New Delhi -110001 or Corporate Office at India Today Mediaplex, FC-8, Sector 16A, Film City, Noida-201301, Uttar Pradesh or at E-mail Id: investors@ajitak.com to enable the Company to collect the relevant information and redress the queries.
21. Members/ Proxies/ Authorised representatives are requested to bring their copies of Annual Report and duly filled attendance slip sent herewith along with the Notice of the AGM at the Meeting.
22. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH-13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent of the Company.
23. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.
24. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
25. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and

Administration) Rules, 2014 as amended from time to time and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the e-voting facility to its members to exercise their right to vote on the resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (“remote e-voting”).

26. The facility for voting through ballot paper system shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the AGM through Ballot paper system.
27. The members who have cast their vote by remote e-voting may also attend the AGM but can opt for only one mode of voting i.e. remote e-voting or physical voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical voting at the meeting will not be considered.
28. Once the vote on a resolution is cast by a member, the Member shall not be allowed to change it subsequently or cast the vote again.
29. The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
30. The Board of Directors of the Company has appointed Mr. Saket Sharma (C.P 2565) Partner of M/s GSK & Associates, New Delhi as Scrutinizer to scrutinize the remote e-voting process and Ballot papers process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

The Company has fixed September 05, 2019 as the “Cut-Off Date” for remote e-voting. The remote e-voting/ voting rights of the shareholders/beneficial owners shall be reckoned on the paid up value of shares registered in their name as at close of business hours on the Cut-Off date i.e. September 05, 2019 A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.

31. The remote e-voting period begins on September 09, 2019 at 9:00 a.m. (IST) and ends on September 11, 2019 at 5:00 p.m. (IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 05, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 p.m. on Wednesday, September 11, 2019.

32. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holds shares as on the cut-off date i.e. September 05, 2019 may follow the same instructions for e-Voting.
33. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast 2 witnesses not in the employment of the Company and shall within 2 days of conclusion of the AGM shall submit a consolidated Scrutinizer’s report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized who shall countersign the same and declare the result of the voting forthwith.
34. The results along with Scrutinizer’s Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company’s website at <https://aaajtak.intoday.in/investor/> and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

E-Voting Instructions

The instructions for e-voting services are as under:

- (i) The remote e-voting period begins on September 09, 2019 at 9:00 a.m. (IST) and ends on September 11, 2019 at 5:00 p.m. (IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 05, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 p.m. on September 11, 2019.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of TV TODAY NETWORK LIMITED on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com,

under help section or write an email to helpdesk.evoting@cdslindia.com or can contact the following person:

Name: Mr. Rakesh Dalvi
Designation: Manager
Address: A Wing, 25th Floor, Marathon Futurex,
Mafatlal Mill Compounds,
N M Joshi Marg,
Lower Parel (E),
Mumbai – 400013.
Email id: helpdesk.evoting@cdslindia.com
Phone number: 1800225533

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Ms. Kalli Purie Bhandal was appointed as Vice-Chairperson & Managing Director for a period of 5 (five) years w.e.f April 01, 2018 vide resolution passed by the shareholders in the AGM held on September 10, 2018. The Nomination and Remuneration Committee at its meeting held on February 08, 2019 has approved and recommended the revision in the remuneration payable to Ms. Kalli Purie Bhandal and the same was duly approved by the Board of Directors on that date.

Pursuant to SEBI notification dated May 09, 2018 amending SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if the annual remuneration payable to such Executive Director exceeds Rupees Five Crore or 2.5% of the net profit of the Company, whichever is higher, or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company.

In view of the aforesaid, since the remuneration payable to Ms. Kalli Purie Bhandal, exceeds the aforesaid limits along with Mr. Aroon Purie, therefore approval of shareholders by way of special resolution is being sought for payment/revision of remuneration for her remaining tenure.

The remuneration details and terms and conditions as set out in the resolution no. 4 of the Notice may be treated as an abstract of the terms of appointment pursuant to Section 190 and 196 of the Companies Act, 2013.

Accordingly, the Board commends the resolution at Item No. 4 for your approval as a Special Resolution.

The details of Ms. Kalli Purie Bhandal, as required to be

given pursuant to the Listing Regulations and Secretarial Standards, are attached to the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Ms. Kalli Purie Bhandal herself and Mr. Aroon Purie, who is related to Ms. Kalli Purie Bhandal, is in any way concerned or interested, financial or otherwise, in the said Resolution.

ITEM NO. 5

The Shareholders at their Annual General Meeting held on September 10, 2018 had appointed Mr. Aroon Purie as the Chairman & Whole time Director of the Company w.e.f April 01, 2018 to March 31, 2023 and also approved payment of remuneration/commission to him.

Pursuant to SEBI notification dated May 09, 2018 amending SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the fees or compensation payable to executive directors who were promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if the annual remuneration payable to such Executive Director exceeds Rupees Five Crore or 2.5% of the net profit of the Company, whichever is higher, where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company.

In view of the aforesaid, since the remuneration payable to Mr. Aroon Purie exceeds the aforesaid limits individually and along with Ms. Kalli Purie Bhandal, therefore approval of shareholders by way of Special Resolution is being sought for payment of remuneration/commission for his remaining tenure.

Accordingly, the Board commends the resolution at Item No. 5 for your approval as a Special Resolution.

The details of Mr. Aroon Purie, as required to be given pursuant to the Listing Regulations and Secretarial Standards, are attached to the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Aroon Purie himself and Ms. Kalli Purie Bhandal, who is related to Mr. Aroon Purie, is in any way concerned or interested, financial or otherwise, in the said Resolution.

ITEM NO. 6

SEBI vide its notification dated May 09, 2018 has amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of the said amendments, top 500 listed entities are required to have one independent woman director on their Board.

Mrs. Neera Malhotra was appointed as an Additional Director

in the capacity of an Independent Director in Board Meeting held on February 08, 2019 for a term of 5 (five) consecutive years with effect from the date of receipt of approval from Ministry of Information and Broadcasting (MIB). MIB vide its letter dated June 20, 2019 had granted its approval in this regard. Accordingly, her appointment will be effective for a period of 5 years from June 20, 2019 to June 19, 2024.

The Board of Directors is of the opinion that in view of the background & experience of Mrs. Neera Malhotra it would be in the interest of the Company to appoint her as an Independent Director of the Company.

The details of Mrs. Neera Malhotra, as required to be given pursuant to the Listing Regulations and Secretarial Standards, are attached to the Notice.

In the opinion of the Board Mrs. Neera Malhotra fulfils the conditions specified in the Listing Regulations, the Companies Act, 2013 and rules made thereunder and is independent of the management and accordingly the Board recommends the appointment of Mrs. Neera Malhotra as Director in the capacity of an Independent Director, not liable to retire by rotation and propose to pass the resolution set out in item no. 6 of the Notice as an Ordinary Resolution. Mrs. Neera Malhotra is not debarred from appointment as Director pursuant to any order of SEBI or any other relevant authority. The Company has received necessary notice of candidature under Section 160 of the Companies Act, 2013 for appointment of Mrs. Neera Malhotra as Director of the Company.

Accordingly, the Board commends the resolution at Item No. 6 for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mrs. Neera Malhotra, is in any way concerned or interested, financial or otherwise, in the said Resolution.

A copy of the draft letter of appointment of Mrs. Neera Malhotra as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of

AGM and will also be available for inspection at the venue of the AGM.

ITEM NO. 7

The Board of Directors at its meeting held on May 20, 2019, upon the recommendation of the Audit Committee, has approved the appointment of M/s. SKG & Co., Cost Accountants (Firm Registration Number : 000418), the Cost Auditors to conduct the audit of the cost records of the Company on a remuneration of Rs. 1,45,000 (Rupees One Lakh Forty Five Thousand Only) plus out of pocket expenses at actual and GST as applicable for the financial year ending March 31, 2020.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, the Board commends the resolution at Item No. 7 for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

Place: Noida

Date: July 08, 2019

By order of the Board of Directors

For T.V. Today Network Limited

Ashish Sabharwal
Group Head-Secretarial & Company Secretary
Membership Number: F4991

Registered Office:

F-26, First Floor, Connaught Circus,

New Delhi – 110001

CIN: L92200DL1999PLC103001

Phone: 0120 – 4807100

Email id: investors@aahtak.com

Website: www.aahtak.intoday.in

Information of Directors pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of Companies Act, 2013 read with Secretarial Standard 2

DIN	00868751	00105318
Name	Mr. Devajyoti Nirmal Bhattacharya	Ms. Kalli Purie Bhandal
Date of Birth	17/01/1958	29/12/1972
Age	61 years	46 years
Qualifications	Bachelor of Technology in Mechanical Engineering, NIT, Rourkela PG in Industrial Engineering, NITIE, Mumbai.	BA Honors degree in Politics, Philosophy and Economics from Oxford University. Certificate in Internet Publishing from University of British Columbia
Experience	38 years	26 years
Details of remuneration sought to be paid	Not Applicable	As per the resolution
Remuneration last drawn	Nil	Rs. 4,22,27,600 (Paid during FY 2018-19)
Nationality	Indian	Indian
Expertise in specific functional area	Mechanical Engineering, Industrial Engineering	Expert in Media and Journalism
Date of first appointment on the Board of the Company	11/02/2014	08/02/2016
Name(s) of the other Companies in which Directorship held	Living Media India Limited Mail Today Newspapers Private Limited Universal Learn Today Private Limited Aditya Birla Online Fashion Private Limited Aditya Birla Health Insurance Co. Limited Aditya Birla Solar Limited Aditya Birla Renewables Limited Aditya Birla Aerospace and Defence Private Limited Aditya Birla Idea Payments Bank Limited Krushak Mitra Agro Services Private Limited	Radio Today Broadcasting Limited World Media Trading Limited News Broadcasters Association Mail Today Newspapers Private Limited Today Magazines Lifestyle Private Limited Vibgyor Broadcasting Private Limited Living Media India Limited Digital News Publishers Association
Membership/ Chairmanship of Committees in the Company	Nomination & Remuneration Committee -Member Committee of Senior Officials -Member Committee of Directors -Member	NA
Membership/ Chairmanship of Committees in other Companies	Living Media India Limited: a) Audit Committee-Member b) Nomination and Remuneration Committee-Member Mail Today Newspapers Private Limited: a) Audit Committee-Member b) Nomination and Remuneration Committee-Member Aditya Birla Idea Payments Bank Limited: a) Nomination and Remuneration Committee- Member b) Stakeholder's Relationship & Customer Service Committee – Member c) Finance Commmittee- Member d) Share Allotment Committee- Member e) Risk Management Committee- Member f) Special Committee on Frauds-Member g) Audit Committee- Member Aditya Birla Solar Limited a) Corporate Social Responsibility Committee - Chairman	NIL
No. of Equity Shares held in the Company directly or on beneficial basis	NIL	NIL
No. of Board meetings attended during the year	2 (Two) out of 4 (Four)	3 (Three) out of 4 (Four)
Relationship with other directors, Manager, key managerial personnel of the Company	NA	Mr. Aroon Purie (Father)
Terms and conditions of appointment (if any)	Terms and conditions of appointment/re-appointment are as per the resolution	Terms and conditions of appointment/re-appointment are as per the resolution.

Information of Directors pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of Companies Act, 2013 read with Secretarial Standard 2

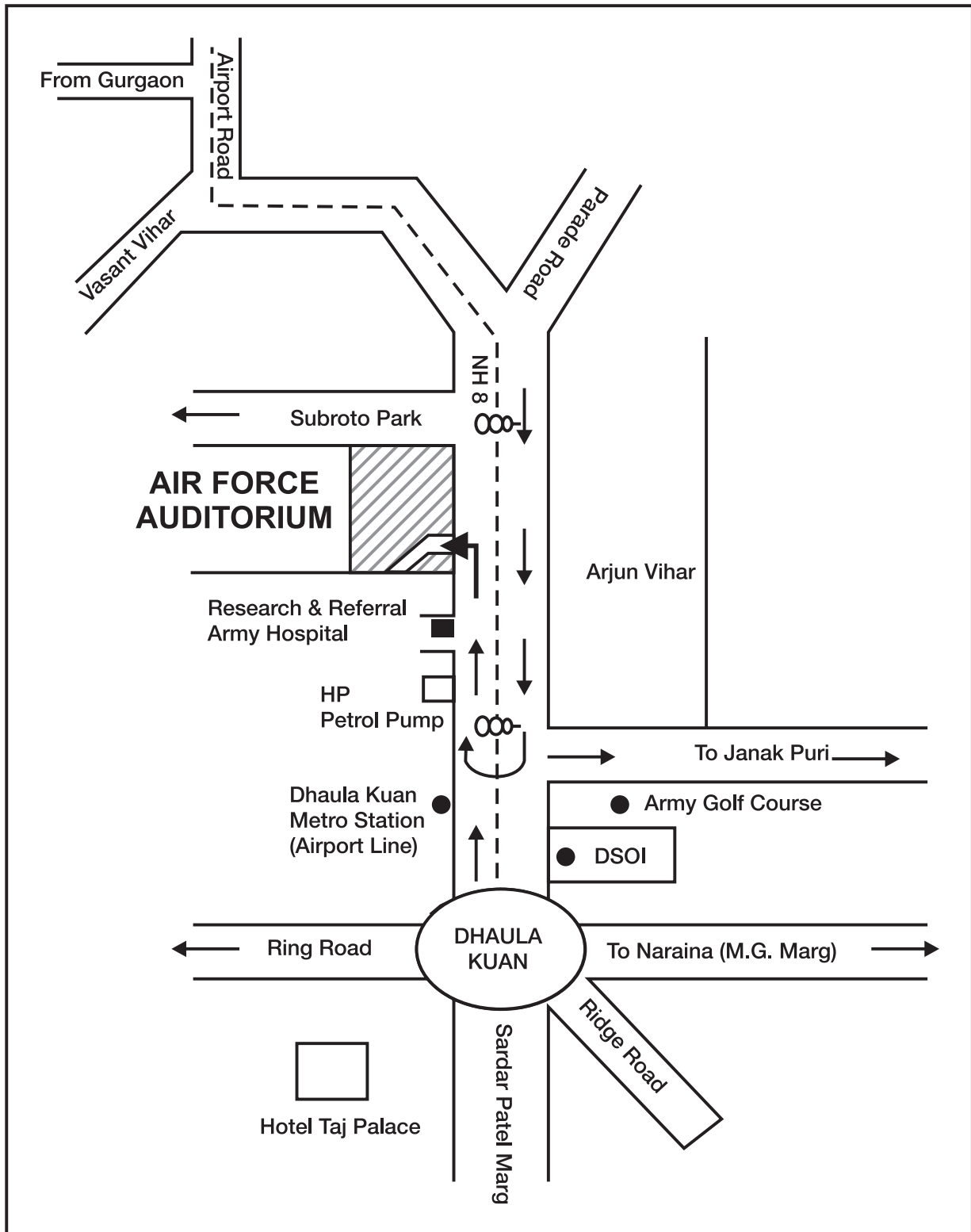
DIN	00002794	00118387
Name	Mr. Aroon Purie	Mrs. Neera Malhotra
Date of Birth	29/12/1944	15/06/1955
Age	74 years	64 years
Qualifications	Graduate from the London School of Economics with a degree in Economics. Fellow member of the Institute of Chartered Accountants (England & Wales) Fellow member of Institute of Company Secretaries of India	Graduate in Office Management
Experience	50 years	37 years
Details of remuneration sought to be paid	As per the resolution	Only sitting fees to be paid
Remuneration last drawn	Rs. 10,01,16,658 (paid during the FY 2018-19)	Not Applicable
Nationality	Indian	Indian
Expertise in specific functional area	Expert in Media and Journalism	Business Management
Date of first appointment on the Board of the Company	21/08/2000	20/06/2019
Name(s) of the other Companies in which Directorship held	Thomson Press (India) Limited Integrated Databases India Limited SKH Metals Limited T.V. Today Network (Business) Limited Thomson Digital (India) Limited Indian Broadcasting Foundation u/s 25 public company Mail Today Newspapers Private Limited Universal Learn Today Private Limited All India Finance and Commerce Private Limited Intaglio Press Private Limited Vibgyor Broadcasting Private Limited	Living Media India Limited
Membership/ Chairmanship of Committees in the Company	Corporate Social Responsibility Committee – Chairman Employees Stock Options (ESOP) Committee - Member Risk Management Committee – Chairman	Nil
Membership/ Chairmanship of Committees in other Companies	SKH Metals Limited: a) Audit Committee – Member b) Corporate Social Responsibility Committee - Member Thomson Press (India) Limited: a) Corporate Social Responsibility Committee - Chairman b) Nomination and Remuneration Committee - Member	Living Media India Limited: a) Audit Committee- Member b) Nomination and Remuneration Committee-Member
No. of Equity Shares held in the Company	6,22,555	NIL
No. of Board meetings attended during the year	4 (Four) out of 4 (Four)	Not Applicable
Relationship with other directors, Manager, key managerial personnel of the Company	Ms. Kalli Purie Bhandal (daughter).	None
Terms and conditions of appointment (if any)	Terms and conditions of appointment/re-appointment are as per the resolution.	Terms and conditions of appointment are as per the resolution

Place: Noida
Date: July 08, 2019

By order of the Board of Directors
For T.V. Today Network Limited

Registered Office:
F-26, First Floor, Connaught Circus,
New Delhi – 110001
CIN: L92200DL1999PLC103001
Phone:0120 – 4807100
Email id: investors@ajitak.com
Website: www.ajitak.intoday.in

Ashish Sabharwal
Group Head-Secretarial & Company Secretary
Membership Number: F4991



Venue: Air Force Auditorium, Subroto Park, New Delhi – 110 010

Landmark: Adjacent to Research & Referral, Army Hospital



T.V. Today Network Limited

Registered Office: F-26, First Floor, Connaught Circus, New Delhi 110001, Telephone Number: 0120-4807100

Fax Number: 0120-4325028, Website: www.aajtak.intoday.in, Email: investors@aahtak.com,

CIN No. L92200DL1999PLC103001

ATTENDANCE SLIP

20th Annual General Meeting

Day, Date & Time: Thursday, September 12, 2019 at 3:30 p.m.

Venue of the meeting: Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi -110 010

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name of the shareholder	
Name of the Proxy/ Authorised Representative*	
Address	
DP Id/Client Id/Folio No.	
No. of shares held	

I/We hereby record my/our presence at the 20th Annual General Meeting of the Company to be held on Thursday, September 12, 2019 at 3:30 p.m. (IST) at the Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi -110 010, India.

Signature of the shareholder/proxy/representative*

Notes:

**Strike out whichever is not applicable*



Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L92200DL1999PLC103001

Name of the Company: T.V. TODAY NETWORK LIMITED

Registered Office: F-26, First Floor, Connaught Circus, New Delhi-110001

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ DP ID & Client Id:	

I/We, being the member(s) of shares of the above named Company, hereby appoint:

- Name :
Address :
E-mail Id : Signature : or failing him/her
- Name :
Address :
E-mail Id : Signature : or failing him/her
- Name :
Address :
E-mail Id : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Thursday, September 12, 2019 at 3.30 p.m. at the Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

(Optional)

Sl. No.	Resolution	For	Against
Ordinary Business(es)			
1.	Consider and adopt the audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.		
2.	Declaration of dividend on equity shares for the financial year 2018-19.		
3.	Re-appointment of Mr. Devajyoti Nirmal Bhattacharya (DIN: 00868751), Director retiring by rotation.		
Special Business			
4.	Approval for revision in remuneration of Ms. Kalli Purie Bhandal (DIN: 00105318), Vice Chairperson and Managing Director of the Company.		
5.	Approval of remuneration of Mr. Aroon Purie (DIN: 00002794), Chairman and Whole-time Director of the Company.		
6.	Appointment of Ms. Neera Malhotra (DIN: 00118387) as an Independent Director.		
7.	Ratification of the remuneration to be paid to M/s SKG & Co., Cost Accountants, Cost Auditors of the Company.		

Affix ₹ 1 revenue stamp

Signed this day of 2019

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 20th Annual General Meeting.