



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@ajtak.com,

CIN No. L92200DL1999PLC103001

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 19th (Nineteenth) Annual General Meeting ('AGM' or 'the Meeting') of the members of T.V. Today Network Limited ("the Company") will be held on Monday, September 10, 2018 at 03.30 p.m. (IST) at the Airforce Auditorium, Subroto Park, New Delhi – 110010 to transact the following business:

ORDINARY BUSINESS(ES)

1. To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon and Consolidated audited financial statements of the Company for the financial year ended March 31, 2018.
2. To declare a final dividend of ₹ 2.25 per Equity Share of ₹ 5/- each fully paid for the financial year 2017-18.
3. To appoint a Director in place of Ms. Kalli Purie Bhandal (DIN: 00105318) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. **Appointment/re-designation of Ms. Kalli Purie Bhandal (DIN: 00105318) as the 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 an Ordinary 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, as amended from time to time and Articles of Association of the Company, the consent of the members be and is hereby accorded for the appointment/re-designation of Ms. Kalli Purie Bhandal (DIN: 00105318) as Vice Chairperson & Managing Director of the Company for a period of 5 (Five) years from April 1, 2018 to March 31, 2023, on the terms and conditions as to remuneration and perquisites, as approved and recommended by the Nomination & Remuneration Committee, Audit Committee and Board and mentioned herein below:

Particulars	Amount (In ₹ Per Month)
FIXED SALARY	
Basic Pay	15,00,000
Special Allowance	8,14,000
House Rent Allowance/CLA	4,00,000
Employer's share of Provident Fund	1,80,000
TOTAL – I	28,94,000
ANNUAL BENEFITS	
Leave Travel Assistance/ Allowance	6,000
TOTAL – II	6,000
Cost to the Company per month (I + II)	29,00,000
Total Fixed Cost to the Company per annum	3,48,00,000
COMMISSION	Commission @ 1% of the net profits of the Company computed in the manner laid down under Section 197(6) 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
For self, as per the policy of the Company.
- (ii) Life Insurance
Family floater mediclaim Insurance cover, as per policy of the Company.
- (iii) Medical Reimbursements
For self and family at actual, subject to production of bills.

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

Entitled to use of a 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 purpose 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, Super Annuation 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.

(ix) Leave Travel Assistance

Entitled to Leave Travel Assistance for self and dependant family members once in a year, upto a maximum of ₹ 72,000/- per annum subject to production of original bill/vouchers.

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 are hereby authorized to alter, revise and vary the aforesaid terms and conditions of the said appointment/ resignation including the 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 above mentioned remuneration shall be the minimum remuneration subject to the approval of Central Government, if required as governed by provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT Ms. Kalli Purie Bhandal shall be a Director subject to retirement by rotation during her tenure as Vice-Chairperson & Managing Director; AND THAT if she is reappointed as Director immediately on retirement by rotation, she shall continue to hold office as Vice-Chairperson & Managing Director and that the retirement by rotation and re-appointment shall not be deemed to constitute a break in her appointment as Vice-Chairperson & Managing Director of the Company.

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

5. **Appointment/re-designation of Mr. Aroon Purie (DIN: 00002794) as the Chairman and Whole-time Director of the Company and approval for continuation of his term after attaining the age of 70 years**

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

"RESOLVED THAT pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association and subject to Government/other regulatory approvals as may be required from time to time, Mr. Aroon Purie (DIN: 00002794), aged 73 years be and is hereby appointed/re-designated as the Chairman and Whole-time Director, of the Company, not liable to retire by rotation, for a period of 5 (Five) years w.e.f. April 1, 2018 to March 31, 2023 on the terms and conditions as to remuneration and perquisites, as approved and recommended by the Nomination and Remuneration Committee, Audit Committee and Board and 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 197(6) 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 are hereby authorized to alter, revise and vary the aforesaid terms and conditions of the said appointment/ redesignation including the 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 pursuant to Section 196(3) and all other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act and further to the resolution passed by shareholders on August 20, 2015, the consent of the shareholders, be and is hereby accorded for continuation of holding of office of Chairman and Whole-time Director of the Company by Mr. Aroon Purie (DIN: 00002794) who had attained the age of 70 (Seventy) year as on December 29, 2014, as per the terms and conditions specified in the resolution.

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

6. Re-appointment of Mr. Ashok Kapur (DIN: 00003577) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ashok Kapur (DIN: 00003577) (aged 72), Independent Director of the Company whose current period of office is expiring on March 31, 2019 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of whom the Company has received a notice in writing from a member signifying his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for another term of 5 years with effect from April 1, 2019 to March 31, 2024.”

RESOLVED FURTHER THAT is terms of Regulation 17(1A) of SEBI (Listing obligations and Disclosure Requirement) Regulation, 2015 consent be and is hereby granted for continuation of office of Mr. Ashok Kapur (DIN: 00003577) as an Independent Director beyond the age of 75 years, during his tenure.”

7. Re-appointment of Mr. Anil Vig as an Independent Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Vig (DIN: 00022816), Independent Director of the Company whose current period of office is expiring on March 31, 2019 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of whom the Company has received a notice in writing from a member signifying his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for another term of 5 years with effect from April 1, 2019 to March 31, 2024.”

8. 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, 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 ₹ 1,30,000 (exclusive of service tax and out of pocket expenses) 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 2018-19, be and is hereby ratified, confirmed and approved.”

9. Authorisation to Company to charge for service of documents to members 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 20 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 7 days in advance of dispatch of documents by the Company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Place: Noida **By order of the Board of Directors**
Date: July 16, 2018 **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@ajitak.com
 Website: www.ajitak.intoday.in

NOTES:

- 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 share capital of the Company carrying voting rights. A member holding more than ten percent of the total 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.

- Corporate members intending to send their authorized representatives to attend the Annual General Meeting 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 meeting.
- 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.
- Information regarding particulars of the Director seeking re-appointment 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.
- 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 20, 2018.
- Copy of the Annual Report, notice of Nineteenth AGM, 2017-18 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 Nineteenth 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 Nineteenth AGM and Annual Report 2017-18 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 Tuesday, September 4, 2018 to Monday, September 10, 2018 (both days inclusive) in accordance with the provisions of Section 91 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Monday, September 3, 2018.
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. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 2009-10 to IEPF. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on August 31, 2017 (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.

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 Investor Education and Protection Fund.

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 details of such members and the shares due for transfer to IEPF on its website at <https://ajitak.intoday.in/investor/>. Shareholders are requested to claim the dividend on these equity shares latest by September 28, 2018 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. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company /RTA for registration of transfer of securities.
16. **SEBI vide their Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated 20th April, 2018 has mandated all listed Companies to make payment of dividend to the shareholders through approved electronic mode and also directed that updated bank details and PAN of the Shareholders be obtained and maintained by the Companies. You are requested to update your PAN and Bank details by writing to the Company's RTA.**
17. **SEBI vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated June 8, 2018, has mandated that the transfer of securities would be carried out in dematerialized form only w.e.f. December 5, 2018. You are accordingly advised to dematerialize your physical shareholding at earliest. After December 5, 2018, no request for transfer of shares in physical form can be processed by the Company/RTA.**
18. 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.
19. Members may please note that no gift/gift coupons shall be distributed at the venue of the AGM.
20. 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.
21. 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@ajtak.com to enable the Company to collect the relevant information and redress the queries.
22. Members/ Proxies are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the AGM, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the Meeting.
23. 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.
24. 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.
25. 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.
26. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving Annual Reports and other communications from the Company electronically.
27. 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 their 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”).

28. 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.
29. 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.
30. 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.
31. The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
32. 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 Monday, September 3, 2018 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. Monday, September 3, 2018. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.

33. The remote e-voting period begins on Friday, September 7, 2018 at 9:00 a.m. (IST) and ends on Sunday, September 9, 2018 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 Monday, September 3, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 p.m. on Sunday, September 9, 2018.

34. Any person, who acquires shares of the Company and become Members of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, September 3, 2018 may follow the same instructions for e-Voting.
35. 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.
36. The results along with Scrutinizer’s Report, will be placed on the Company’s website at <https://aajitak.intoday.in/investor/> and the website of CDSL immediately after the result is declared. The results shall simultaneously be 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 7, 2018 at 9:00 a.m. (IST) and ends on September 9, 2018 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 3, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 p.m. on September 9, 2018.
- (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 a Whole-time Director on February 08, 2016 for a period of 5 years. She had been working with the India Today Group for the last 20 years and had successfully held several important positions.

Considering her credentials, caliber, experience and capabilities of supervising the business and editorial activities of the Company, the Board of Directors of the Company ("the Board") at its meeting held on February 08, 2018 has, subject to approval of members, appointed/re-designated Ms. Kalli Purie Bhandal (DIN: 00105318) as Vice Chairperson & Managing Director for a period of 5 (five) years with effect from April 1, 2018, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and Audit Committee.

The Board of Directors is of the opinion that it will be in the best interest of the Company that Ms. Kalli Purie Bhandal be appointed/ re-designated as Vice Chairperson and Managing Director of the Company and accordingly recommends the passing of resolution under item no. 4 for approval of the shareholders as an Ordinary Resolution.

Ms. Kalli Purie Bhandal, will be appointed as Vice Chairperson and Managing Director of the Company liable to retire by rotation. Ms. Kalli Purie Bhandal shall continue to hold her office of Vice Chairperson and Managing Director and her re-appointment as director retiring by rotation shall not be deemed to constitute a break in her office of Vice Chairperson and Managing Director.

The remuneration details and terms and conditions are 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.

The Articles of Association of the Company, relevant resolutions passed at the Board, are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

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 Puri, 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

Mr. Aroon Purie was appointed as Chairman & Managing Director of the Company for a period of five years w.e.f. April 01, 2015 upto March 31, 2020 vide resolution passed by the shareholders in the Annual General Meeting held on August 20, 2015.

In view of the appointment of Ms. Kalli Purie Bhandal as Managing Director, the Board of Directors of the Company ("the Board") at its meeting held on February 08, 2018 has, subject to approval of members, appointed/re-designated Mr. Aroon Purie (DIN: 00002794) as a Wholetime Director instead of Managing Director for a period of 5 (five) years with effect from April 1, 2018, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and Audit Committee. Accordingly, Mr. Purie would be the Chairman and Whole-time Director of the Company.

It is proposed to seek members' approval for the appointment/ re-designation of and remuneration payable to Mr. Aroon Purie as Chairman and Whole-time Director of the Company, in terms of the applicable provisions of the Act.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. The shareholders at their meeting held on August 20, 2015 had approved his appointment on attaining age of 70 years upto a period ending on March 31, 2020. Since this appointment/re-designation is for a period of 5 years i.e upto March 31, 2023, the shareholders may approve the same upto the said tenure.

Mr. Aroon Purie has attained age of 70 (Seventy) years on December 29, 2014. Accordingly the Board recommends, the passing of resolution under item no. 5 for approval of the shareholders as a Special Resolution.

The remuneration details and terms and conditions are set out in the resolution no. 5 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.

The Articles of Association of the Company, relevant resolutions passed at the Board and other allied documents being referred in the resolution, are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

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 & 7

Pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, Mr. Ashok Kapur (DIN: 00003577) and Mr. Anil Vig (DIN: 00022816) were appointed as independent directors of the Company for a period of five years w.e.f. April 01, 2015 upto March 31, 2019. Since, both Mr. Ashok Kapur and Mr. Anil Vig would complete their initial term as independent directors of the Company on March 31, 2019 in terms of Companies Act, 2013, they are eligible for re-appointment for one more term. In this regard, the Company has received requisite notice in writing from a member proposing their name for the office of Independent Directors. Based on the outcome of performance evaluation of the Independent Directors which was found to be satisfactory, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 22, 2018, have approved the re-appointment of Mr. Ashok Kapur & Mr. Anil Vig for the second term as provided in the resolution, and they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mr. Ashok Kapur and Mr. Anil Vig confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfill the conditions specified in the said Act and are independent of the management. Copies of the draft letter for re-appointment of Mr. Ashok Kapur and Mr. Anil Vig setting out the terms and conditions is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the passing of resolution(s) set out in Item No. 6 & 7 as Special Resolutions.

The details of Mr. Ashok Kapur and Mr. Anil Vig, as required to be given pursuant to the Listing Regulations and Secretarial Standards, are attached to the Notice.

Except Mr. Ashok Kapur and Mr. Anil Vig and their relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in item no. 6 & 7 of the Notice.

ITEM NO. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. SKG & Co., Cost Accountants, the Cost Auditors to conduct the

audit of the cost records of the Company for the financial year ending March 31, 2019.

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. 8 for your approval as an Ordinary Resolution.

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

Item No. 9

As per Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 provides the mode of service of documents inter-alia to the members of the Company. The proviso to sub-section (2) of that Section states that where a member requests for delivery of any document through a particular mode, he/she shall pay fees as may be determined by the Company in its Annual General Meeting.

It is proposed to seek approval of shareholders at the ensuing Annual General Meeting of the Company to authorize the Board of Directors to charge such fees based on the actual expenditure undertaken, depending on the prevailing applicable rules and rates, for delivery of any documents to the shareholders.

The Board of Directors of the Company recommends the Ordinary Resolution at Item No. 9 for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out in the Notice, except to the extent of their shareholding, if any, in the Company.

Place: Noida **By order of the Board of Directors**
Date: July 16, 2018 **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 to be re-appointed at the forthcoming Annual General Meeting 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

Director Identification Number (DIN)	00105318
Name	Ms. Kalli Purie Bhandal
Date of Birth	29/12/1972
Age	45 years
Qualifications	BA Honors degree in Politics, Philosophy and Economics from Oxford University Certificate in Internet Publishing from University of British Columbia
Experience	25 years
Details of remuneration sought to be paid	As per the resolution
Remuneration last drawn	₹ 3,74,52,600
Nationality	Indian
Expertise in specific functional area	Expert in Media and Journalism
Date of first appointment on the Board of the Company	08/02/2016
Name(s) of the other Companies in which Directorship held	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
Membership/ Chairmanship of Committees in the Company	Corporate Social Responsibility Committee – Member Employees Stock Options (ESOP) Committee – Member Stakeholder’s Relationship Committee – Member
Membership/ Chairmanship of Committees in other Companies	NA
No. of Equity Shares held in the Company	NIL
No. of Board meetings attended during the year	5 (Five) out of 6 (six)
Relationship with other directors, Manager, key managerial personnel of the Company	Mr. Aroon Purie (Father)
Terms and conditions of appointment (if any)	Terms and conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company

Information of Directors to be re-appointed at the forthcoming Annual General Meeting 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

Director Identification Number (DIN)	00002794
Name	Mr. Aroon Purie
Date of Birth	29/12/1944
Age	73 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
Experience	48 years
Details of remuneration sought to be paid	As per the resolution
Remuneration last drawn	₹ 8,47,88,392 (Paid during the FY 2017-18)
Nationality	Indian
Expertise in specific functional area	Expert in Media and Journalism
Date of first appointment on the Board of the Company	21/08/2000
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 Digiscape Tech Solutions Limited Indian Broadcasting Foundation 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
Membership/ Chairmanship of Committees in the Company	Corporate Social Responsibility Committee – Member Employees Stock Options (ESOP) Committee – Member
Membership/ Chairmanship of Committees in other Companies	Audit Committee 1. SKH Metals Ltd – Member Nomination and Remuneration Committee 1. SKH Metals Ltd – Member 2. Thomson Press (India) Limited - Member Corporate Social Responsibility Committee 1. SKH Metals Ltd – Member 2. Thomson Press (India) Limited - Chairman
No. of Equity Shares held in the Company	2,94,172
No. of Board meetings attended during the year	5 (Five) out of 6 (six)
Relationship with other directors, Manager, key managerial personnel of the Company	Ms. Kalli Purie Bhandal (daughter)
Terms and conditions of appointment (if any)	Term and conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company

Information of Directors to be re-appointed at the forthcoming Annual General Meeting 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

Director Identification Number (DIN)	00003577
Name	Mr. Ashok Kapur
Date of Birth	24/06/1946
Age	72 years
Qualifications	Bachelor's degree in Architecture.
Experience	45 years
Details of remuneration sought to be paid	Only sitting fees paid
Remuneration last drawn	₹ 1,90,000/- (Sitting fees)
Nationality	Indian
Expertise in specific functional area	Automobiles & Real Estate
Date of first appointment on the Board of the Company	26/10/2009
Name(s) of the other Companies in which Directorship held	Krishna Grupo Antolin Private Limited Suminoe Teijin Techno Krishna India Private Limited SKH Sila India Private Limited SIAC SKH India Cabs Manufacturing Private Limited Krishna Maruti Limited SKH Magneti Marelli Exhaust Systems Private Limited NHK. F Krishna India Automotive Seating Private Limited SKH Y-Tec India Private Limited Krishna Ishizaki Auto Limited Reciq engineering Private Limited H & H Promoters Private Limited Magneti Marelli SKH Exhaust Systems Private Limited Krisumi Corporation Private Limited SKH Metals Limited MSKH Seating Systems India Private Limited Gladdolia Farms Private Limited Venus Estates Private Limited Krishna Quinette (KQ) Seats Private Limited Krishna Renzo India Private Limited Prudent Management Strategies Private Limited Kautex Plastic Technology Gujarat Private Limited Tulip Farms Private Limited Krishna Infravision Private Limited
Membership/ Chairmanship of Committees in the Company	Audit Committee – Chairman Nomination and Remuneration Committee – Chairman Stakeholder's Relationship Committee – Member
Membership/ Chairmanship of Committees in other Companies	NIL
No. of Equity Shares held in the Company	NIL
No. of Board meetings attended during the year	4 (Four) out of 6 (six)
Relationship with other directors, Manager, key managerial personnel of the Company	Not Applicable
Terms and conditions of appointment (if any)	Term and conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company

Information of Directors to be re-appointed at the forthcoming Annual General Meeting 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

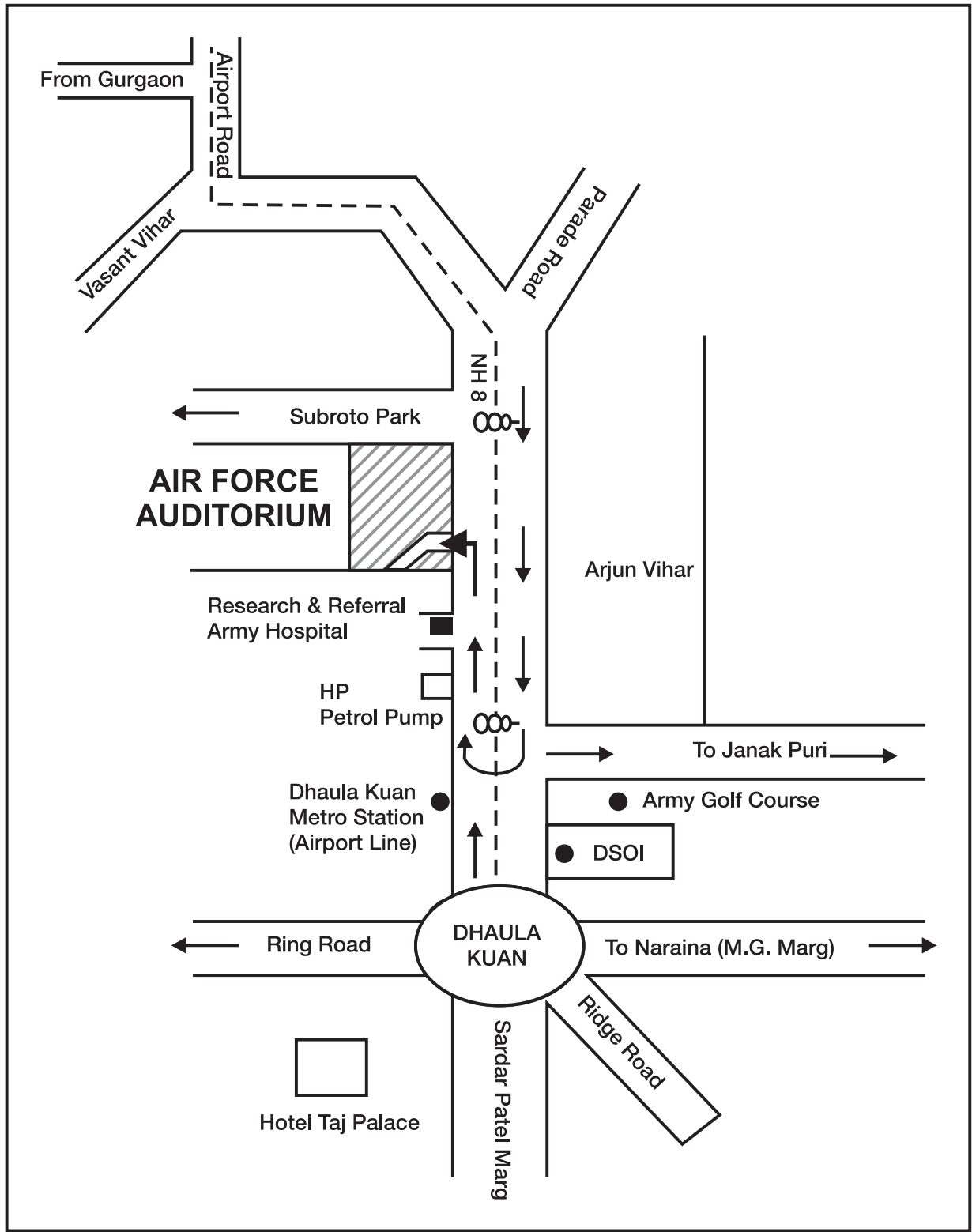
Director Identification Number (DIN)	00022816
Name	Mr. Anil Vig
Date of Birth	09/05/1965
Age	53 years
Qualifications	Graduate
Experience	30 years
Details of remuneration sought to be paid	Only sitting fee paid
Remuneration last drawn	₹ 1,90,000/- (Sitting fees)
Nationality	Indian
Expertise in specific functional area	Trading in Paper, Pharmaceuticals, Fertilizers, Wood, Biofuel Production & Hospitality Sector
Date of first appointment on the Board of the Company	02/08/2001
Name(s) of the other Companies in which Directorship held	Ebony Fashions Private Limited BIOD Energy (India) Private Limited Chirag Associates Private Limited Shreeji Buildwell Private Limited Ecotec Developers Private Limited India Recypa Private Limited B.Bar Hospitality Ventures Private Limited Britonna Hotel and Yacht Club Private Limited VIG K Finance Private Limited Anas Buildtech Private Limited Anika Global Trading Private Limited Anika International Private Limited Limitless Hub Online Services Private Limited Anika Hospitality Private Limited
Membership/ Chairmanship of Committees in the Company	Audit Committee – Member Nomination and Remuneration Committee – Member Stakeholder's Relationship Committee – Chairman
Membership/ Chairmanship of Committees in other Companies	NIL
No. of Equity Shares held in the Company	NIL
No. of Board meetings attended during the year	5 (Five) out of 6 (six)
Relationship with other directors, Manager, key managerial personnel of the Company	Not Applicable
Terms and conditions of appointment (if any)	Term and conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company

Place: Noida
Date: July 16, 2018

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



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

Landmark: Adjacent to Research & Referral, Army Hospital

