



## T. V. Today Network Limited

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

Website: [www.aajtak.in](http://www.aajtak.in), Email: [investors@aajtak.com](mailto:investors@aajtak.com),

Telephone Number: 0120 - 4807100, Fax Number: 0120 - 4325028

CIN: L92200DL1999PLC103001

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 24<sup>th</sup> (Twenty Fourth) Annual General Meeting ('AGM' or 'the Meeting') of the members of T.V. Today Network Limited ("the Company") will be held on Thursday, September 21, 2023, at 03:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2023 together with the reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of ₹ 3/- per Equity Share of the face value of ₹ 5/- each for the financial year ended March 31, 2023.
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. **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 ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and re-imbursalment of out of pocket expenses, if any, as approved by the Board on the recommendation of the Audit Committee, to be paid to M/s SKG & Co., Cost Accountants, (Firm Registration No. 000418), Cost Auditor of the Company for the cost

audit w.r.t. the financial year 2023-24, be and is hereby ratified, confirmed and approved."

5. **Re-appointment of Mrs. Neera Malhotra (DIN: 00118387) as an Independent 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 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), if any and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and upon recommendations of Nomination and Remuneration Committee and the Board of Directors, Mrs. Neera Malhotra (DIN: 00118387), Independent Director, whose current period of office is expiring on June 19, 2024 and who has submitted declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for re-appointment for a second term under the provisions of the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature to the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for second term of 5 years with effect from June 20, 2024 to June 19, 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**6. Appointment of Mr. Jaivir Singh (DIN: 01362930) as an Independent 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), if any and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and upon recommendations of Nomination and Remuneration Committee and Board of Directors, Mr. Jaivir Singh (DIN: 01362930), 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 his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, 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 the date of receipt of approval from the Ministry of Information and Broadcasting (MIB), Government of India or the date of approval of Shareholders at the Annual General Meeting, whichever is later.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized 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. Approval for payment of remuneration, in case of inadequacy of profits, to Ms. Kalli Purie Bhandal (DIN: 00105318), Vice Chairperson & 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, as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in furtherance to resolution passed by members through postal ballot on April 9, 2023 (“Resolution”) approving the remuneration of Ms. Kalli Purie Bhandal (DIN: 00105318), Vice Chairperson & Managing Director of the Company, the consent of the members be and is hereby accorded for payment of fixed pay and perquisites (as approved in aforesaid Resolution and detailed in the explanatory statement attached hereto) as minimum remuneration in the event of absence of profits and/or inadequacy of profits or otherwise, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act, to Ms. Kalli Purie Bhandal during period commencing from April 1, 2023 and ending on March 31, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any officer(s) so authorized by it, be and are hereby authorized to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the above resolution.”

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

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

**Place : Noida  
Date : August 11, 2023**

**Registered Office:**  
F-26, First Floor, Connaught Circus,  
New Delhi – 110001  
CIN: L92200DL1999PLC103001  
Phone: 0120 – 4807100  
Email id: [investors@ajitak.com](mailto:investors@ajitak.com)  
Website: [www.ajitak.in](http://www.ajitak.in)

## NOTES FOR AGM NOTICE

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 20/2020 and 10/2022 dated 5<sup>th</sup> May 2020 and 28<sup>th</sup> December 2022, respectively, and other circulars issued in this respect (“MCA Circulars”) allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility on or before 30<sup>th</sup> September 2023. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (“Listing Regulations”). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 24<sup>th</sup> AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 24<sup>th</sup> AGM shall be the Registered Office of the Company situated at F-26, First Floor, Connaught Circus, New Delhi – 110001.

2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the AGM is being held in accordance with the MCA Circulars through VC, the facility for appointment of proxies by the Members will not be available. Since the AGM will be held through VC/ OAVM facility, the route map, proxy form and attendance slip are not annexed to this Notice.

Body Corporates / Institutional Investors, who are the members of the Company are encouraged to attend and vote at AGM through VC / OVAM facility. The aforesaid members who are intending to authorize their representatives to authorize and vote at the meeting are requested to send certified true copy of the Board Resolution / Authorization letter by email to scrutinizer at [ankit@indiaccp.com](mailto:ankit@indiaccp.com) with a copy marked to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and Company at [Investors@aahtak.in](mailto:Investors@aahtak.in), not later than 48 hours from the scheduled time of commencement of AGM.

3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination & Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. 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.

6. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 which sets out details relating to Special Business to be transacted at the Meeting is annexed hereto and forms part of this Notice. Information regarding particulars of the Director(s) seeking appointment / re-appointment in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard 2 is also annexed to this notice.

7. 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 August 11, 2023.

8. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant (DP)/ Company’s Registrar and Transfer Agent (RTA). Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website at <https://aahtak.in/investor/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at <https://www.evoting.nsdl.com> and also at the website of our RTA at <https://www.mcsregistrars.com/>.

However, a member may also demand the hard copy of the same via writing us at [Investors@ajitak.com](mailto:Investors@ajitak.com).

9. Members who have not yet registered their email addresses are requested to register the same with their Depository participants in case the shares are held by them in electronic mode and with the Registrar & Share Transfer Agent (RTA) of the Company in case the shares are held by them in physical form. However, for limited purposes like receiving the notice of the forthcoming AGM and related documents, Members holding shares in electronic mode may register their email addresses with our RTA as per the process given in point II in the e-Voting instructions of the notes to this Notice.
10. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We request members to utilize the ECS for receiving dividends.
11. Members may note that the Board at its meeting held on May 16, 2023, has recommended a final dividend of ₹ 3 per equity share. The record date for the purpose of final dividend is September 14, 2023. The final dividend, once approved by the members in the ensuing AGM, will be paid within 30 days from the date of declaration electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.
12. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate

TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

(i) **Resident Shareholders**

(a) **Resident Individual**, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	10% or as notified by the Government of India
Members not having PAN/ valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2023-24 does not exceed ₹ 5,000/-.

In cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years) and provided that all the required eligibility conditions are met, no tax will be deducted at source. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

(b) **Resident Non – Individual -**

- **Insurance Companies:** No TDS is required to be deducted as per section 194 of the IT Act subject to specified conditions. Public & Other Insurance Companies are required to provide a declaration that it has full beneficial interest with respect to the shares owned by it along with Self attested copy of PAN card & valid IRDA registration certificate.
- **Mutual Funds:** No TDS is required to be deducted as per section 196(iv) of the IT Act subject to specified conditions. Self-declaration that they are specified in Section 10 (23D) of the IT Act along with self-attested copy of PAN card and SEBI registration certificate is required to be submitted.
- **Alternative Investment Fund (AIF):** No TDS is required to be deducted

as per section 197A (1F) of the IT Act subject to specified conditions. AIF established/incorporated in India - Self-declaration that its income is exempt under Section 10 (23FBA) of the IT Act and they are governed by SEBI regulations as Category I or Category II AIF alongwith self-attested copy of the PAN card and registration certificate is required to be submitted.

- **Other Non-Individual shareholders:** Who are exempted from TDS under provisions of Section 194 of the IT Act and who are covered u/s 196 of the IT Act are also not subject to withholding of any tax are required to submit an attested copy of the PAN along with the documentary evidence in relation to the same.

(c) In case where the shareholders provide certificate under Section 197 of the IT Act for lower / NIL withholding of taxes, rate specified in the said certificate shall be considered based on submission of self-attested copy of the same.

(ii) **In case of Foreign Institutional Investors/ Foreign Portfolio Investors**, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess)

(iii) **For non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following :

- Self attested copy of the PAN allotted by the Indian Income Tax authorities;
- Self attested copy of Tax Residency Certificate (TRC) for the FY 2022-23 obtained from the tax authorities of the

country of which the shareholder is resident. In case, the TRC is furnished in a language other than English, the said TRC would have to be translated from such other language to English language and thereafter duly notarized and apostilled copy of the TRC would have to be provided;

- Self-declaration in Form 10F, if all the details required in this form are not mentioned in the TRC;

Note:- As per CBDT Notification No. 03/2022, Foreign shareholders having Indian PAN need to submit electronic Form 10F, to be generated from Indian Income tax e-filing portal. (<https://www.incometax.gov.in/iec/foportal/>). However, for those non-resident persons who doesn't have Indian PAN and not required to have PAN as per provisions of Income tax laws can submit Form 10F manually till September 30, 2023.

- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty;
- Self-declaration of beneficial ownership by the non-resident shareholder;
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

(iv) **Section 206AB of the IT Act:** Rate of TDS is subject to provisions of Section 206AB of the IT Act (effective from July 1, 2021) which introduces special provisions for TDS in respect of non-filers of income-tax return. As provided in Section 206AB of the IT Act, tax is required to be deducted at higher of following rates in case of payments to specified persons:

- at twice the rate specified in the relevant provision of the IT Act; or
- at twice the rate or rates in force; or
- at the rate of 5%.

The 'specified person' for the above purpose means a person (shareholder in present case) who has:

- a. not filed income tax return for two assessment years relevant to the two previous years immediately prior to the

previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of Section 139 has expired; and

- b. subject to tax deduction/collection at source in aggregate amounting to ₹ 50,000 or more in each of such two immediate previous years.

The non-resident who does not have the permanent establishment is excluded from the scope of a specified person.

- (v) In the event the dividend income, as on the Record Date i.e. September 14, 2023, is assessable to tax in the hands of a person other than the registered shareholder (viz., the shares are held by a clearing member, broker etc. on behalf of the actual beneficial owner), such registered shareholder (i.e. the said clearing member, broker etc.) is required to furnish to the Company on or before September 11, 2023, a declaration containing the name, address, residential status and PAN of the actual beneficial owner to whom TDS credit is to be given, and reasons for giving credit to such person. No request in this regard will be considered by the Company after September 11, 2023.
- (vi) In order to enable us to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the Income-tax Act, 1961, we request you to email the abovementioned details and documents as applicable to you at [dividend@ajtak.com](mailto:dividend@ajtak.com) on or before September 11, 2023. The dividend will be paid after deduction of tax at source as determined on the basis of the aforementioned documents provided by the respective shareholders as applicable to them and being found to be satisfactory.
- (vii) No communication on the tax determination/ deduction in respect of the said dividend shall be entertained post September 11, 2023, 5.00 p.m. (IST). It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible. Formats or Forms & declarations are available at the website of the Company at <https://ajtak.intoday.in/investor/>

(viii) The Company shall arrange to email a soft copy of TDS certificate to you at your registered email address in due course. Further, this Communication is not to be treated as an advice from the Company or its affiliates. Shareholders should obtain the tax advice related to their tax matters from a tax professional.

13. 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.
14. 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.
15. SEBI 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. In case of any query, members may write to Company's RTA at [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com).
16. Members who wish to claim Dividends, which remain unclaimed, are requested to contact Secretarial Department of the Company/Company's RTA.
17. 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 2014-15 to IEPF. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on March 31, 2022 on the website of the Company at <https://aajtak.in/investor/> and also on the website of the IEPF Authority.

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 newspapers viz. Financial Express (English - all editions except Pune) and Jansatta (Hindi -Delhi edition) on June 22, 2023 and in Financial Express (English – Pune edition) on June 23, 2023. The Company has also uploaded the detail of such members and the shares due for transfer to IEPF on its website at <https://aajtak.in/investor/> and also on the website of IEPF Authority i.e. at [www.iepf.gov.in](http://www.iepf.gov.in). Members who have not yet claimed their dividend for the financial year 2015-16 onwards are requested to lodge their claims with the Company's Registrar and Transfer Agent MCS Share Transfer Agent Ltd on or before September 29, 2023 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](http://www.iepf.gov.in). and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the "Web Form IEPF- 5". Members can file only one consolidated claim in a financial year as per the IEPF Rules.

18. 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.
19. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
20. SEBI vide its Circular dated March 16, 2023 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details, Specimen Signature through Form – ISR - 2) and Nomination details by holders of physical securities.

Further, shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002, if it continues to remain frozen as on December 31, 2025.

The relevant Forms in this regard are available on the website of the Company at <https://aajtak.in/investor> and also on the website of our Registrars at [www.mcsregistrars.com](http://www.mcsregistrars.com).

21. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate, Endorsement, Sub-division/ Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by

submitting a duly filled and signed Form ISR-4/ Form ISR-5, as the case may be. The said form can be downloaded from the website of the Company at <https://aajtak.in/investor> or the website of our RTA at <https://www.mcsregistrars.com/>

22. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investors@aajtak.com](mailto:investors@aajtak.com).
23. 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.
24. 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 RTA of the Company. A copy of the forms are also available on the website of the Company at <https://aajtak.in/investor/>
25. 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.
26. 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.
27. The Company has fixed September 14, 2023 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 14, 2023. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.

The Board of Directors of the Company has appointed Mr. Ankit Singhi (C.P 16274), Practicing Company Secretary and Partner of M/s PI & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

28. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within two working 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 by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
29. 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://aajtak.in/investor/> and the website of NSDL 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.

**THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the above referred MCA Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member through e-voting system during the meeting on the date of the AGM will be provided by NSDL.



- (ii) The remote e-voting period shall commence on September 18, 2023 (9.00 A.M.) and ends on September 20, 2023 (5.00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 14, 2023, may cast their vote by remote e-voting. The said remote e-voting module shall be disabled by NSDL for voting thereafter. Once the e-vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (iii) Members may follow the same procedure for e-Voting during the AGM as mentioned below for remote e-Voting.
- (iv) Those Members who will be participating in the AGM through VC facility and have not cast their vote on the resolutions through e-voting prior to AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- (v) The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM through VC, but shall not be entitled to cast their e-vote again.
- (vi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 14, 2023 may follow the same instructions for e-Voting.
- (vii) The manner and process of remote e-Voting as well as voting during the AGM are as under:

**I. The instructions for e-Voting are as under:**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - (c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - (a) Click on "**Forgot User Details/ Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
 

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

  1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
  2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

30. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ankit@indiacp.com](mailto:ankit@indiacp.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution/ Authority Letter**” displayed under “**e-Voting**” tab in their login.

31. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

32. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **II. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID an client ID/ Folio no, No. of shares, PAN, mobile number at [investors@aahtak.com](mailto:investors@aahtak.com) on or before September 11, 2023. Those Members only who have registered themselves as a speaker will only be allowed to express their view, ask questions during the AGM. The Company reserves the right to restrict the number of speakers, questions as well as the speaking time as appropriate for smooth conduct of the AGM.
6. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company’s email address at

[investors@aahtak.com](mailto:investors@aahtak.com) atleast 10 days in advance of the meeting Such questions by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.

7. Shareholders who will participate in the AGM through VC can also pose question/feedback through question box option. Valid questions raised by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.

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

### **ITEM NO. 4**

The Board of Directors at its meeting held on May 16, 2023, upon the recommendation of the Audit Committee, had approved the appointment of M/s. SKG & Co., Cost Accountants (Firm Registration Number: 000418), Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus out of pocket expenses at actual and GST as applicable for the financial year ending March 31, 2024.

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 recommends the resolution at Item No. 4 for your approval as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives (except to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in this Resolution.

### **ITEM NO. 5**

Pursuant to provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, Mrs. Neera Malhotra (68 years) (DIN: 00118387) was appointed as an Independent Director of the Company for a period of five years w.e.f. June 20, 2019 and accordingly she would complete her first term as an Independent Director of the Company on June 19, 2024 and in terms of Companies Act, 2013 is eligible for re-appointment for one more term of five years.

Based on the performance evaluation of Mrs. Neera Malhotra over the years, and considering her skills

and experience, the Nomination and Remuneration Committee (NRC) at its meeting held on August 11, 2023 had approved and recommended her re-appointment as it considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director.

On the basis of the recommendation of NRC, the Board is of the view that Mrs. Neera Malhotra possesses appropriate balance of skills, experience and knowledge including experience in social service and business management, for being re-appointed as an independent director on the Board of the Company. Therefore, the Board recommended the re-appointment of Mrs. Neera Malhotra as an Independent Director of the Company, not liable to retire by rotation, for the second term of five years from June 20, 2024 to June 19, 2029.

The Company has received her consent to act as Independent Director of the Company for the second term along with a declaration to the effect that she meets the criteria of independence as provided in sub section (6) of Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and an intimation to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and not debarred from re-appointment by any order of SEBI or any other authority. Further, she has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In terms of Regulation 25(8) of Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the management of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mrs. Neera Malhotra to be re-appointed as Independent Director as per the provisions of the Companies Act, 2013.

A copy of the draft letter of re-appointment of Mrs. Neera Malhotra as an independent director setting out the terms and conditions of her re-appointment is available for inspection by the members upon request.

Accordingly, the Board recommends the re-appointment of Mrs. Neera Malhotra as an Independent Director of the Company and proposes to pass the resolution as set out in item no. 5 as a Special Resolution for approval of members.

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

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, financially or otherwise, in the said Resolution.

#### **ITEM NO. 6**

In accordance with the nomination and remuneration policy of the Company and after considering the desired attributes for an Independent Director and evaluating the skills, background and experience of Mr. Jaivir Singh, the Board of Directors of the Company at the meeting held on August 11, 2023, on the recommendation of Nomination and Remuneration Committee (NRC), has recommended the appointment of Mr. Jaivir Singh as an Independent Director of Company for a term of 5 (five) consecutive years. The appointment of Mr. Jaivir Singh will be effective from the date of receipt of approval from Ministry of Information and Broadcasting (MIB) Government of India or the date of approval of shareholders in the Annual General Meeting, whichever is later.

Mr. Jaivir Singh (43 years) (DIN: 01362930) serves as the Vice Chairman of the PwC India Foundation, and also Advisor to the Chairman of PwC in India and Managing Director in PwC India. He is a serving as member of the Global Corporate Responsibility Board of the PwC Network and leads the PwC Global Office for Humanitarian Affairs (GOHA) for PwC International. He had acted as the Chairperson of the School for Social Entrepreneurs India, which supports individuals in building social impact projects in the country through enterprise. He also serves as a trustee on the board of Humentum, a global non-profit working with humanitarian and development organizations to improve how they operate. He drives Marketing and Strategy for Impact Projects Pvt Ltd, a real estate development company operating in Northern India, and is also involved in the Nanhi Chhaan Foundation, a

not-for-profit institution to address development issues relating to the Girl Child and Women.

The NRC has considered his diverse skills, leadership capabilities, expertise in Organisational Strategy, Public Policy and Corporate Sustainability. On the recommendation of NRC, the Board of Directors is of the opinion that in view of the background and experience of Mr. Jaivir Singh, it would be in the interest of the Company to appoint him as an Independent Director of the Company.

The Company has received his consent to act as an Independent Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act as well as not debarred from appointment by any order of SEBI or any other authority. Further, he has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Jaivir Singh to be appointed as an Independent Director as per the provisions of the Companies Act, 2013.

A copy of the draft letter of appointment of Mr. Jaivir Singh as an Independent Director setting out the terms and conditions of his appointment is available for inspection by the members upon request.

Accordingly, the Board recommends the appointment of Mr. Jaivir Singh as an Independent Director of the Company and proposes to pass the resolution as set out in item no. 6 as a Special Resolution for approval of members.

The details of Mr. Jaivir Singh as required to be given pursuant to the Listing Regulations and Secretarial Standards, are annexed to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives (except to the extent of their shareholding in the Company), is in any way concerned or interested, financially or otherwise, in the said Resolution.

#### ITEM NO. 7

Ms. Kalli Purie Bhandal (50 years) (DIN: 00105318) was re-appointed as Vice-Chairperson & Managing Director of the Company for a period of 5 (Five) years from April 01, 2023 to March 31, 2028 by the Members of the Company through ordinary resolution passed by way of postal ballot on April 09, 2023.

Further, the members of the Company had accorded their approval for her remuneration for a period of 3 (Three) years from April 01, 2023 to March 31, 2026 through special resolution passed on April 09, 2023 as mentioned below:

#### **Fixed Pay (inclusive of salary, allowances and retirement benefits) payable on monthly basis:**

₹ 5,00,00,000/- per annum. Increments in subsequent years shall be such as may be determined by the Nomination & Remuneration Committee and Board of Directors of the Company from time to time, provided that annual increment shall not exceed 10% per annum of the fixed pay of preceding financial year.

**Commission to be paid annually after the end of financial year:** Upto 2.25% 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 ₹ 30,00,000/-.

(ii) Life Insurance

Family floater mediclaim Insurance cover maximum upto ₹ 3,00,000/-

(iii) Medical Reimbursements

For self and family 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.

**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 fix and 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.

In the current external environment there is sharp fall in advertising spends and increased competitive activity, particularly in the news media industry. Accordingly, this seems to be a challenging period for media and entertainment industry. All this may impact revenue and profits of the Company as well.

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 relating to payment of managerial remuneration in case of absence of profits and/or inadequacy of profits, the Company may pay such remuneration over and above the ceiling limit as specified in Schedule V, subject to the members' approval by way of a Special Resolution for payment of minimum remuneration for a period not exceeding 3 years, compliance of disclosure requirements and

other conditions stated therein. Further, in terms of Regulation 17(6)(e) of Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, should be subject to the approval of the members by special resolution in general meeting, if the aggregate annual remuneration to such director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher and in aggregate with other such directors (where there is more than one such director) exceeds 5% of the net profits of the Company. It is expected that the aggregate remuneration payable to Mr. Aroon Purie, Chairman & Whole-time Director and Ms. Kalli Purie Bhandal, Vice-Chairperson & Managing Director could breach the said limit.

Ms. Kalli Purie Bhandal has been working with the India Today Group for more than 25 years and has successfully held several important positions. As a Managing Director, she has been instrumental in the growth of the Company and has taken various strategic initiatives in both Television & Digital.

Considering her credentials, caliber, experience and capabilities of supervising the business of the Company and complexities of responsibilities handled by her, the Board of Directors in their meeting held on August 11, 2023, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to the approval of members, the Board of Directors have approved to pay, in case of absence of profits / inadequacy of profits, fixed pay and perquisites, as approved by Members through Postal Ballot on February 09, 2023 as Minimum remuneration for a period of 3 (Three) years from April 1, 2023 to March 31, 2026.

It may be noted that there no change in the remuneration structure of Ms. Kalli Purie Bhandal as approved by the members of the Company through postal ballot on April 09, 2023.

The Board of Directors firmly believes that Ms. Kalli Purie Bhandal will bring immense value to the business on account of professional competence and diversified experience, accordingly the approval of members is being sought for payment of remuneration to her as stated in Resolution No. 7 of this notice.

The remuneration details and terms and conditions as set out in the resolution No. 7 of this notice may be treated as an abstract of the terms of appointment pursuant to Section 190 and 196 of the Companies Act, 2013.

In view of the foregoing factors and in event of absence of profits and / or inadequacy of profits, the approval of the members is being sought for payment of fixed pay and perquisites, as approved by the members through postal ballot on April 9, 2023, as minimum remuneration to Ms. Kalli Purie Bhandal from April 1, 2023 to March 31, 2026, as may be permitted under applicable laws.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The disclosure as required in terms of Section 197 of the Act read with Schedule V and applicable Rules thereunder is given in the Annexure to the Notice. The details of Ms. Kalli Purie Bhandal, as required to be given pursuant to the Listing Regulations and Secretarial Standards, are also attached to the Notice.

Accordingly, the Board recommends Special resolution set out at item no. 7 of this notice, for approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Ms. Kalli Purie Bhandal and Mr. Aroon Purie and their relatives are in any way concerned or interested, financial or otherwise, in the said resolutions.

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

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

**Place : Noida  
Date : August 11, 2023**

**Registered Office:**  
F-26, First Floor, Connaught Circus,  
New Delhi – 110001  
CIN: L92200DL1999PLC103001  
Phone: 0120 – 4807100  
Email id: [investors@aatktak.com](mailto:investors@aatktak.com)  
Website: [www.aatktak.intoday.in](http://www.aatktak.intoday.in)

## **STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:**

### ***I. General Information:***

#### **1. Nature of industry**

T.V. Today Network Limited (“the Company”) mainly operates in two segments- television broadcasting and other media operations and radio broadcasting. The Company operates four news channels – Aaj Tak, Aaj Tak HD, India Today and Good News Today. The Company also operates three FM radio stations under the brand ISHQ 104.8 FM in Delhi, Mumbai and Kolkata. The Company have unmatched digital presence with Aaj Tak and India Today offerings and are aggressively building on it with 22 dedicated Digital First properties.

Aaj Tak crossed the 56.2 million subscriber mark on YouTube the world’s first and only news channel to achieve this feat.

#### **2. Date or expected date of commencement of commercial production**

The Company was incorporated on December 28, 1999 and Commencement of business Certificate was granted on February 7, 2000. The Company had since commenced its business.

#### **3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable.

#### **4. Financial performance based on given indicators**

The financial performance of the Company on standalone basis in the last 3 years is as follows:

(₹ in crores)

<b>Financial year</b>	<b>2022-23</b>	<b>2021-22</b>	<b>2020-21</b>
Income from operations	878.23	930.10	782.98
Other income	43.56	43.73	36.94
Profit before Finance Costs, Depreciation and Amortization	174.65	288.51	235.88

(₹ in crores)

Financial year	2022-23	2021-22	2020-21
Finance Costs	3.34	2.64	2.44
Depreciation and Amortisation	41.28	42.33	40.13
Profit before tax	120.18	243.54	193.31
Tax expense	32.12	61.82	62.14
Net Profit	88.06	181.72	131.17
Dividend per share (in ₹)	70*	3.00	2.50
Earnings per share (in ₹)	14.76	30.46	21.98

\* The Company had declared and paid an interim dividend of ₹ 67/- per share for FY 22-23 and proposed a final dividend of ₹ 3 per share which will be paid subject to the approval of shareholders in the AGM.

#### 5. Foreign Investments or collaborations, if any.

The Company has not entered into any foreign collaboration and has not made any direct capital investment in the previous three financial years.

As on June 30, 2023, the aggregate foreign shareholding in the Company was approx. 2.31%.

## II. Information about Ms. Kalli Purie Bhandal, Vice-Chairperson & Managing Director:

### (a) **Background Details, Job Profile & Suitability**

Ms. Kalli Purie Bhandal has been working with the India Today Group for more than 25 years and has successfully held several important positions.

Ms. Kalli Purie Bhandal has been the Vice-Chairperson and Managing Director of the Company since April 2018. As Managing Director, she has been instrumental in the growth of the Company and has taken various strategic initiatives in both Television & Digital. She is hailed in the industry for her vision to synergize India Today Group's excellence in conventional journalism with the reach and innovations of digital and new media.

A serial entrepreneur at heart, she brings a rich experience in running a wide range of media

properties from television channels, digital products and apps to championing world class events and devising a social media strategy for the group. She is known for her ideation and project management skills. She launched many innovative products of the Company. She is uniquely positioned to address India Today's integrated foray in the new media landscape.

Her unified leadership in television, digital and events is the cornerstone for the success of synergy in the Group.

In her current role, she is steering India's leading news channel (Aaj Tak) along with 3 other distinct channels (Aaj Tak HD, India Today TV, and Good News Today) of the network. The channels have won a slew of awards for excellence. Today Aaj Tak is the World's most subscribed and watched news channel digitally, making it the first news channel to get a custom play button from YouTube.

She is aggressively spearheading the rollout of digital innovations. Under her able leadership, digital business of Company has grown tremendously with the Tak eco system, a network of 23 digital mobile channels which have allowed the Company to go into regional news and special interest content genres.

Armed with a clear vision about the future of news, she is leading one of the most awarded and celebrated team of journalists in a futuristic newsroom that she helped build, apt for the multimedia, multi-device world we live in.

She is a graduate from Oxford University, UK in Politics, Philosophy & Economics and has also successfully completed the Owner / President Management Program from Harvard Business School.

### (b) **Past Remuneration and remuneration proposed:**

Details on proposed remuneration have been stated in the resolution No. 7 of this notice. In monetary terms, the remuneration during the FY 2022-23 is given hereunder:

Particulars	Amount (in ₹)
Salary & Allowances	5,73,58,008
Perquisites	18,91,094
Commission	77,000
<b>Total</b>	<b>5,93,26,102</b>

**Notes:**

- (i) *The salary and allowances includes the Company's contribution to the Provident Fund and ex-gratia wherever payable/paid. Ex-gratia is based on the financial performance of the Company and Individual appraisal result and is approved by the Nomination and Remuneration Committee.*
- (ii) *The value of perquisites is calculated as per the provisions of the Income Tax Act, 1961.*
- (iii) *Provision for profit based commission for the financial year 2022-23.*

**(c) Recognition or Awards:**

Ms. Kalli Purie Bhandal has been conferred with the prestigious 'AIMA Outstanding Contribution to Media 2020-21' award. She has also been awarded with the "Hall of Fame - The Editor's Choice Award" at News Television Awards 2020. She has also been bestowed with the prestigious IWEC award (an initiative by Ficci FLO and US Department of State) in 2019. 21st Century Icon Awards, UK awarded Kalli Purie the "Outstanding Media & Entertainment Award" in 2019. She also bagged the annual YFLO Achiever Awards for Media in 2016-17. Kalli Purie has been awarded "India's Most Powerful Woman in Media Award" by Confluence Excellence Award, UK in 2019. In April 2017, she was also awarded FICCI Young Woman Achiever for excellence in media.

Ms. Kalli Purie Bhandal has featured in the Impact Top 100 Business Leaders List and in Adgully's prestigious Powerful influencers list for 2020. She was also has featured in the top 10 in Fortune's 50 Most Powerful Women in Business. She has also been recognised as 'Impact's Most Influential Woman' for the year 2020. Ms. Kalli Purie was named in the top five in a list of 50 most powerful women in media, marketing & advertising in India, by Impact magazine in 2017-18 and 2018-19. She was honoured with the Achievement & Excellence Award in recognition of her contributions and achievement in promoting the true spirit of journalism at the Prajapita Brahma Kumaris

Ishwariya Vishwa Vidyalaya & International Conference-cum-Cultural Festival on God's Wisdom for World Transformation.

**(d) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin)**

Taking into consideration the size of the Company, her profile, knowledge, skills and responsibilities shouldered by Ms. Kalli Purie Bhandal, the remuneration proposed to be paid is commensurate with remuneration packages paid to similar senior level counterpart(s) in other Companies in the industry.

**(e) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Apart from the remuneration proposed to be paid to Ms. Kalli Purie Bhandal as Vice-Chairperson & Managing Director, she has no pecuniary relationship with any other managerial personnel except that Ms. Kalli Purie Bhandal is the daughter of Mr. Aroon Purie, Chairman & Whole-time Director of the Company.

**III. Other Information:**

- 1. Reasons of loss or inadequate profits:** In the current external environment there is sharp fall in advertising spends and increased competitive activity, particularly in the news media industry. Accordingly, this seems to be a challenging period for media and entertainment industry. All this may impact revenue and profits of the Company as well.
- 2. Steps taken or proposed to be taken for improvement:** The Company is conscious about enhancing productivity in all areas and taken various steps for efficiency improvement.
- 3. Expected increase in productivity and profits in measurable terms:** The Company has done substantial investment in digital business across all segments, this is one of the key focus areas of the Company and expected to generate meaningful revenues.

**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**

<b>Name</b>	<b>Mr. Devajyoti Nirmal Bhattacharya</b>	<b>Mrs. Neera Malhotra</b>	<b>Mr. Jaivir Singh</b>	<b>Ms. Kalli Purie Bhandal</b>
<b>DIN</b>	00868751	00118387	01362930	00105318
<b>Brief Profile/ Background Details</b>	<p>Mr. Devajyoti Nirmal Bhattacharya has vast experience encompassing manufacturing, financial, software and media industries and has had successful stints as an executive, entrepreneur, management consultant and media producer during his career.</p> <p>He is the Group Executive President New Business Ventures and Business Head of Payments Bank, Solar Power &amp; Defence Business of Aditya Birla Group, a \$41 billion multinational conglomerate. He reports to Mr. Kumarmangalam Birla, Chairman, Aditya Birla group. He was the recipient of the Outstanding Leadership Award of the Aditya Birla Group in 2005.</p> <p>Since joining the Aditya Birla Group in 1996 as Vice President, Corporate Strategy and Business Development, he has played a pivotal role in acquisitions and joint ventures that have significantly broadened the portfolio of the group. He has incubated new businesses in the group such as BPO, Solar &amp; e-commerce.</p> <p>He sits on several boards of Aditya Birla Group Companies.</p> <p>He also works with several NGO's and supports several social initiatives in India like Project Crayon, Vatsalya and Shishu Prem Samaj.</p>	As mentioned in explanatory statement to Item No. 5.	As mentioned in explanatory statement to Item No. 6.	As mentioned in explanatory statement to Item No. 7.

Name	Mr. Devajyoti Nirmal Bhattacharya	Mrs. Neera Malhotra	Mr. Jaivir Singh	Ms. Kalli Purie Bhandal
Age	65 years	68 years	43 years	50 years
Qualifications	Bachelor of Technology in Mechanical Engineering, NIT, Rourkela PG in Industrial Engineering, NITIE, Mumbai.	Graduate in Office Management	BA (NC) Marketing & Advertising	Owner / President Management Program from Harvard Business School.  BA Honors degree in Politics, Philosophy and Economics from Oxford University.  Certificate in Internet Publishing from University of British Columbia.
Experience	42 years	41 years	21 years	30 years
Details of remuneration sought to be paid	Nil	Only Sitting Fees to be paid	Only Sitting Fees to be paid	As per the resolution.
Remuneration last drawn, if any	Nil	₹ 90,000 (Only Sitting Fees)	Not Applicable	₹ 5,93,26,102 for the FY 2022-23
Expertise in specific functional area	Mechanical Engineering and Industrial Engineering	Business Management	Organisational Strategy, Public Policy and Corporate Sustainability	Expert in Media and Journalism
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Devajyoti Nirmal Bhattacharya possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of Leadership, Strategic Development & Implementation, Knowledge of Media Sector, Information Technology, Governance and Risk Management amongst others.	As mentioned in explanatory statement to Item No. 5.	As mentioned in explanatory statement to Item No. 6.	As mentioned in explanatory statement to Item No. 7.
Date of first appointment on the Board of the Company	11/02/2014	20/06/2019	Not Applicable	08/02/2016

Name	Mr. Devajyoti Nirmal Bhattacharya	Mrs. Neera Malhotra	Mr. Jaivir Singh	Ms. Kalli Purie Bhandal
<b>Name(s) of the other Companies in which Directorship held</b>	Century Enka Limited 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 Renewables Limited Aditya Birla Idea Payments Bank Limited Krushak Mitra Agro Services Private Limited	Living Media India Limited	HSJ Investments & Holdings Pvt. Ltd. Impact Sare Magnum Township Pvt. Ltd. Impact Hills Development Pvt. Ltd.	News Broadcasters & Digital Association Living Media India Limited Digital News Publishers Association Broadcast Audience Research Council
<b>Membership/ Chairmanship of Committees in other Companies</b>	<b>Century Enka Limited:</b> a) Risk Management Committee-Chairman <b>Living Media India Limited:</b> a) Audit Committee-Member b) Nomination and Remuneration Committee-Member <b>Mail Today Newspapers Private Limited:</b> a) Audit Committee-Member b) Nomination and Remuneration Committee-Member <b>Aditya Birla Health Insurance Co. Limited</b> a) Investment Committee-Chairman	<b>Living Media India Limited:</b> a) Audit Committee-Member b) Nomination and Remuneration Committee-Member	Nil	Nil
<b>No. of Equity Shares held in the Company directly or on a beneficial basis for any other persons</b>	4655	900	Nil	Nil

Name	Mr. Devajyoti Nirmal Bhattacharya	Mrs. Neera Malhotra	Mr. Jaivir Singh	Ms. Kalli Purie Bhandal
No. of Board meetings attended during the year held in the FY 22-23	3 (Three) out of 4 (Four)	4 (Four) out of 4 (Four)	Not Applicable	4 (Four) out of 4 (Four)
Relationship with other directors, Manager, key managerial personnel of the Company	None	None	None	Mr. Aroon Purie (Father)
Terms and conditions of appointment (if any)	Non-Executive Director, liable to retire by rotation.	As stated in the resolution and the explanatory statement.	As stated in the resolution and the explanatory statement.	As stated in the resolution and the explanatory statement.
Listed entities from which the person has resigned in the past three years	Nil	Nil	Nil	Nil

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

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

Place : Noida  
Date : August 11, 2023

**Registered Office:**  
F-26, First Floor, Connaught Circus,  
New Delhi – 110001  
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Phone: 0120 – 4807100  
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