



TV TODAY NETWORK LTD.

India Today Group Mediaplex

FC 8, Sector 16 A, Film City, Noida – 201301

Tel: +91 120 4908600 Fax: +91 120 4325028

Website: www.aajtak.in

CIN No : L92200DL1999PLC103001



08th April, 2016

Mr. Sanjeev Kapoor, GM, Listing Department BSE Limited PhirozeJeejeebhoyTowers, Dalal Street, Mumbai-400001.	Mr. Hari K., Assistant Vice President National Stock Exchange Of India Ltd, ExchangePlaza, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051.
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**Sub: Intimation under Regulation 30 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

This is to inform you that the Board of Directors of the Company ("TVTN" or "Company") in its meeting held today i.e., on Friday, April 08, 2016 at Noida (U.P.), inter-alia, has approved the execution of Investment Agreement and Letter agreement with Today Merchandise Private Limited ("TMPL"), Living Media India Limited ("LMIL") and Zee Media Corporation Limited ("Zee") and promoter promotion agreement with TMPL, whereby TVTN would be providing advertising and promotional services to TMPL of INR 2.5 Crore per annum for a period of five years. In consideration of providing the promoter promotion advertisement support TVTN shall be issued CCDs of TMPL worth INR 12.5 Crore (being the amount of promoter promotion support to be provided by TVTN). Such CCDs can be converted into equity shares after the expiry of 5 years from the date Zee has invested in TMPL.

Necessary information in this regard is provided below:

**Name(s) of parties with whom the agreement is entered;**

Today Merchandise Private Limited ("TMPL")

Living Media India Limited ("LMIL") and

Zee Media Corporation Limited ("Zee")





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**Purpose of entering into the agreement;**

As per the arrangement TVTN is required to provide promoter promotion support to TMPL by way of advertising which is to be provided within a period of 5 years from the date Zee invests in TMPL, and the support in each year (within the 5 years period) is limited to INR 2.5 crore. LMIL will provide advertisement support of Rs. 37.5 Cr over 5 years to TMPL and Zee will invest Rs. 153.53 Crores over a period of 4 years through equity shares and CCDs .

- a) Zee shall initially, by June 2016, acquire 49% equity stake by investing approx. Rs. 36.87 Crores by subscribing to Equity Shares TMPL, at par.
- b) Subsequently Zee shall increase its stake, by investing upto Rs. 116.6 Crores over a period of 4 years, by subscribing to any security convertible into Equity Shares of TMPL, at par value in such manner that upon conversion, the shareholding of Zee shall be 80% of fully diluted capital of TMPL.

Simultaneously with the provision of promoter promotion support, TVTN shall be issued such number of CCDs of TMPL which will correspond to the monetary value of the promoter promotion support provided by TVTN at that point of time.

All such CCDs which are issued to TVTN can be converted into equity shares after 5 years from the date Zee invests in TMPL.

For information sake, TMPL is currently running in losses and its Turnover for the financial year ended March 31, 2015, March 31, 2014 and March 31, 2013, Rs. 3.84 Cr, Rs. 5.25 Cr and Rs. 5.11 Cr respectively.

**Shareholding, if any, in the entity with whom the agreement is executed;**

TVTN does not hold any shareholding in the entities with whom this agreement is proposed to be entered.

**Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;**

1. On and from the closing of the investment agreement and for a period of 5 (five) years thereafter TVTN shall promote the Business of TMPL through planned advertising and promotional campaigns by publishing/ exhibiting/ advertising the promotional material as specified by TMPL in the electronic properties owned by TVTN.





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2. TVTN shall not individually or collectively, directly or indirectly during
- 4 (four) years from the closing of the investment agreement; or
  - the period till which TVTN, LMIL and/or its Affiliates hold any Securities in TMPL engage in or carry any business that competes, wholly or partly, with the Business of TMPL. However, the above restriction would not prevent LMIL, TVTN or any of their affiliates from holding less than 5% shareholding in any company engaged in competing business.

**Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;**

LMIL is the holding Company of TVTN and TMPL is a fellow subsidiary of TVTN.

**Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"**

Yes the proposed transaction will be treated as related party transaction and it is entered on arm's length basis.

**In case of issuance of shares to the parties, details of issue price, class of shares issued;**

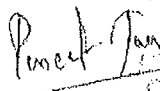

12,500,000 compulsorily convertible debentures will be issued a face value of Rs 10/- each, which will constitute 5% shareholding of TMPL post conversion.

**Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;**

N. A.

Kindly take note of the same.

Yours Truly,  
For T.V. Today Network Limited

  
  
**Dr. Puneet Jain**  
Group Head - Legal & Compliances &  
Company Secretary & Vice President – (Internal Audit)

