



T. V. Today Network Limited

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

Website: www.aajtak.in; E-mail: investors@ajtak.com

Telephone Number: 0120-4908600, Fax Number: 0120- 4325028

CIN: L92200DL1999PLC103001

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **26th (Twenty Sixth)** Annual General Meeting ("AGM" or "the Meeting") of the members of T.V. Today Network Limited ("the Company") will be held on **Thursday, September 18, 2025, at 3:30 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, 2025 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, 2025.
3. To appoint a Director in place of Ms. Kalli Purie Bhandal (DIN:00105318) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. **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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 1,75,000/- (Rupees One Lakh Seventy Five Thousand Only) plus applicable taxes and re-imbursement of out of pocket expenses, if any, as approved by the Board of Directors on the recommendation of the Audit Committee, to be paid to M/s SKG & Co., Cost Accountants (Firm

Registration No. 000418), Cost Auditors of the Company for the cost audit w.r.t. the Financial Year 2025-26, be and is hereby ratified, confirmed and approved."

5. **Appointment of M/s DMK Associates, Practicing Company Secretaries, as Secretarial 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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to all the applicable laws, regulations, notifications, circulars issued in this behalf from time to time and basis the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of M/s DMK Associates, Practicing Company Secretaries (Firm Registration No. P2006DE003100) (Peer Review Certificate No. 779/2020), as the Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30 on such remuneration plus applicable taxes and re-imbursement of out of pocket expenses as may be approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution and to settle any question or difficulty in connection herewith and incidental hereto."

6. Approval for payment of remuneration 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, 198 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for payment of remuneration to Ms. Kalli Purie Bhandal (DIN: 00105318) as a Vice-Chairperson & Managing Director of the Company for a period of 2 (Two) years from April 1, 2026 to March 31, 2028, on the terms and conditions as approved and recommended by the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company and mentioned below:

Fixed Pay (inclusive of salary, allowances and retirement benefits) payable on monthly basis: ₹ 6,05,00,000/- per annum.

Commission to be paid annually after the end of financial year (in case of adequacy of Profits): 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. Insurance(s)
Entitled to Group Accidental Insurance Policy cover and Family Floater Mediclaim Insurance cover as per the rules of the Company.
- ii. Medical Reimbursements
For self and family at actuals, subject to production of bills.
- iii. 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.

iv. Telephone and Mobile

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

v. 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.

vi. 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 with 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.

RESOLVED FURTHER THAT in case of absence of profits and/or inadequacy of profits or otherwise, approval of the members be and is hereby accorded for: (a) Payment of fixed pay and perquisites as mentioned in the foregoing resolution as minimum remuneration notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act, during period from April 1, 2026 to March 31, 2028. (b) The aggregate managerial remuneration paid and/or payable to the Executive Director(s) of the Company taken together in any financial year may exceed the limits as prescribed under Section 197 of the Act read with the rules made thereunder or other applicable provisions or any statutory modifications thereof.

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**

Place: Noida

Date: May 22, 2025

Membership Number: F4991

Registered Office:

F-26, First Floor, Connaught Circus,
New Delhi – 110001
CIN: L92200DL1999PLC103001
Phone: 0120 – 4908600
E-mail id: investors@aahtak.com
Website: www.aahtak.in

NOTES FOR AGM NOTICE

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA”) and SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “Circulars”), companies are allowed to hold Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without physical presence of the members at a venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and aforesaid Circulars, the 26th AGM of the Company is being conducted through VC/ OAVM facility. The deemed venue for the 26th AGM shall be the Registered Office of the Company situated at F-26, First Floor, Connaught Circus, New Delhi – 110001.
2. Since the AGM is being held in accordance with the aforesaid Circulars through VC/OAVM, the facility for appointment of proxies by the members will not be available and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

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 Act.
5. In case of joint holders attending the Meeting, only such member whose name appears as first holder in the order of names will be entitled to vote at the AGM.
6. An explanatory statement pursuant to Section 102(1) of the Act, 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 seeking appointment / re-appointment/ retiring by rotation in terms of SEBI Listing Regulations and Secretarial Standard - 2 is also annexed to this notice.

Dispatch of Annual Report through Electronic Mode:

7. In compliance with the aforesaid Circulars, Notice of the AGM along with the Integrated Annual Report 2024-25 is being sent only through electronic mode to all those members whose E-mail addresses are registered with the Company/ Depository Participant (DP)/Registrar and Share Transfer Agent (RTA) of the Company. Further, the Company shall send a letter providing the web-link, including the exact path, where complete details of the Notice of AGM along with the Integrated Annual Report 2024-25 is available to those shareholders(s) who have not registered their E-mail IDs with the Company/ RTA or Depositories. Any member seeking the electronic/ hard copy of the same may also write to us at investors@aahtak.com.

Members may note that the Notice and Integrated Annual Report 2024-25 will also be available on the Company's website at <https://aajtak.in/investor/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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/>.

8. Members who have not yet registered their e-mail 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 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 E-mail addresses with our RTA as per the process given in point II in the e-Voting instructions of the notes to this Notice.
9. The Notice of AGM along with Integrated Annual Report 2024-25 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 July 18, 2025.

Dividend Related Information:

10. Members may note that the Board at its meeting held on May 22, 2025, has recommended a final dividend of ₹ 3/- per equity share for the Financial Year 2024-25. The record date for the purpose of final dividend is September 11, 2025. 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. To avoid delay in receiving dividend, members are requested to update their KYC including bank details with their Depository Participant ("DP") (where shares are held in dematerialized mode) and with the RTA of the Company (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date. The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on our website at <https://aajtak.in/investor/>.
11. 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 DP.

12. Members may note that pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 for Registrars to an Issue and Share Transfer Agents dated May 07, 2024 read with Circular Nos. SEBI/HO/MIRSD/POD 1/P/CIR/2023/181 dated November 17, 2023 and SEBI/HO/MIRSD/POD 1/P/CIR/2024/81 dated June 10, 2024, **SEBI has mandated that with effect from April 1, 2024, dividend to security holders, holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after they furnished their PAN, contact details (postal address with PIN Code and Mobile Number), bank account details and specimen signature.** Accordingly, shareholders are requested to provide or update (as the case may be) their KYC and bank details with RTA in respect of shares held in physical form. In case of any query, members may write to Company's RTA at helpdeskdelhi@mcsregistrars.com.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jul-2025/1752726453064.pdf (FAQ No. 38 & 39).

Tax Deductible at Source (TDS) / Withholding Tax on Dividend

13. 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 / Inoperative PAN ¹ no exemption sought by member	20% or as notified by the Government of India Note: In case of a shareholder being resident individual eligible for obtaining Aadhaar Number have not linked the Aadhaar Number allotted with its PAN (as on the date of payment of such dividend), such PAN would be treated as inoperative for the provisions of deduction of TDS.

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 2025-26 does not exceed ₹ 10,000/-.

In cases where the shareholder provides Form 15G (applicable to an individual who is less than 60 years) / 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 (**Format 1**)* 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 (**Format 1**)* 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 (**Format 1**)* that its income is exempt under Section 10 (23FBA) of the IT Act and as specified in CBDT Notification No. 51/2015 of the IT Act and further that 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 or as per Section 197A of the IT Act including those mentioned in Circular No. 18/2017 issued by CBDT viz. New Pension System Trust governed by Section 10(44), Recognized Provident Fund, Approved Superannuation Fund or Approved Gratuity Fund are also not subject to withholding of any tax, are required to submit an attested copy of the PAN along with the documentary evidence (**Format 1**)* 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.

Note: The certificate should be valid for the financial year 2025-26 and should cover the dividend income from the Company.

(ii) For non-resident shareholders

(a) Non-resident Members (including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs))

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. Further, in case of Foreign Institutional Investors / Foreign Portfolio

¹As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar, except person exempted as per Notification No. 37/2017. In case of failure to comply to this, the PAN allotted shall be deemed to be inoperative and tax shall be deducted at higher rates as prescribed under the IT Act.

Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

However, as per Section 90 of the IT Act, non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] 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 2025-26 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;
 - Electronically generated Form 10F from the link <https://eportal.incometax.gov.in>, if all the details required in this form are not mentioned in the TRC;
 - Self-declaration **(Format 2)*** by the shareholder of having no permanent establishment / taxable presence / fixed base/ Business Connection/ Place of Effective Management in India in accordance with the applicable tax treaty;
 - Self-declaration **(Format 2)*** 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.
- (b) 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.

Note: The certificate should be valid for the financial year 2025-26 and should cover the dividend income from the Company.

- (c) **For, Alternative Investment Fund – Category III located in International Financial Services Centre** TDS @ 10% (plus applicable surcharge and cess) is required to be deducted as per the provisions of the IT Act subject to specified conditions. Self-declaration **(Format 3)*** that they are registered with SEBI as a Category III Alternative Investment Fund located in IFSC, holding a valid registration number and complying with all regulations as prescribed by SEBI during the year 2025-26 along with self-attested copy of PAN card is required to be submitted.
- (d) **For, Foreign Portfolio Investors (FPIs) – Category I**, TDS @ 10% (plus applicable surcharge and cess) is required to be deducted as per the provisions of the IT Act subject to specified conditions. Self-declaration **(Format 4)*** that they are registered with SEBI as a Category I Foreign Portfolio Investors (FPIs), holding the registration number and complying with all regulations as prescribed by SEBI during the year 2025-26, along with self-attested copy of PAN card is required to be submitted.
- (e) **For shareholders covered under section 10(23FE) of the IT Act**, no tax shall be deducted where the Shareholder submits copy of the notification issued by CBDT substantiating the applicability of section 10(23FE) of the IT Act issued by the Government of India along with self-declaration **(Format 5, Format 6 and Format 7)*** that the conditions specified in section 10(23FE) of the IT Act have been complied with and a self-attested copy of PAN card.
- (iii) In the event the dividend income, as on the Record Date i.e. September 11, 2025, 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 8, 2025 a declaration in accordance with Rule 37BA(2) of the Income-Tax Rules, 1962 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 8, 2025.

- (iv) 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 E-mail the abovementioned details and documents as applicable to you at dividend@aaajtak.com on or before September 8, 2025. 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.
- (v) No communication on the tax determination/ deduction in respect of the said dividend shall be entertained post September 8, 2025, 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.
- (vi) The Company shall arrange to E-mail a soft copy of TDS certificate to you at your registered E-mail 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.

(* These formats/ forms/ declarations are available on the website of the Company at <https://aaajtak.in/investor/>)

IEPF RELATED INFORMATION

14. Pursuant to the provisions of Section 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 ("IEPF Rules"), the dividend and shares on which dividend 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 declared for financial year 2016-17 to IEPF. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on March 31, 2024 on the website of the Company at <https://aaajtak.in/investor/> and also on the website of the IEPF Authority at www.iepf.gov.in.

Any person whose shares, unclaimed/ un-encashed dividend have been transferred to the IEPF, can claim back the same from IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.

The Company has individually sent notices to such members whose shares are required to be transferred to the IEPF Authority and an advertisement to this effect was also published in leading English and vernacular newspapers on June 24, 2025. The Company has also uploaded the detail of such members and the shares due for transfer to IEPF on its website at <https://aaajtak.in/investor/> and also on the website of IEPF Authority i.e. at www.iepf.gov.in. Members who have not yet claimed their dividend for the financial year 2017-18 onwards are requested to lodge their claims with the Company's Registrar and Transfer Agent i.e. MCS Share Transfer Agent Ltd. on or before October 10, 2025 to avoid aforesaid transfer of shares. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF.

OTHER INFORMATION

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA.
16. 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 dematerialized 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. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the

Company's website at <https://aajtak.in/investor/> and on the website of the Company's RTA, <https://www.mcsregistrars.com/>. It may be noted that any service request or grievance lodged by the members can be processed by the RTA, only after the folio is KYC Compliant.

17. 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. The forms in this respect 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/>.
18. Members are requested to notify immediately the change of their name, postal address, E-mail address, mobile number, PAN, Nomination and bank particulars to their DP if the shares are held by them in electronic form and to the RTA of the Company if shares are held in physical form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
19. As per the provisions of Section 72 of the Act and applicable SEBI circulars, the investors are encouraged to provide "**Choice of Nomination**" for ensuring smooth transmission of securities held by them. The facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to the Company's RTA. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://aajtak.in/investor/>. Members holding shares in electronic form may contact their respective DP for availing this facility.
20. 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.
21. 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.
22. Members may please note that SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/ OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), introduced Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes in Indian securities market and linked it with Scores platform.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal. SEBI Circulars and Link for registration under ODR portal is available on the website of the Company <https://aajtak.in/investor/> or the website of our RTA at <https://www.mcsregistrars.com/>.
23. The Company has fixed September 11, 2025 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 11, 2025. 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. Nitesh Latwal (C.P No. 16276), 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.
24. 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.

25. 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 favor of the resolutions.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

26. 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 E-mail to investors@aajtak.com.

THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) Pursuant to the provisions of Section 108 of the Act 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 MCA Circulars, 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 15, 2025 (9.00 A.M.) and ends on September 17, 2025 (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 11, 2025, 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 remote 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 11, 2025 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 E-mail 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered E-mail id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 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. 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 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.
	<ol style="list-style-type: none"> Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 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 & 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail 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.
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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned 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 evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com 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?

- 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.
- 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, 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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 prompt you to change your password.
- How to retrieve your 'initial password'?
 - If your E-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your E-mail ID. Trace the E-mail sent to you from NSDL from your mailbox. Open the E-mail and then open the attachment i.e. a .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'.
 - If your E-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose E-mail ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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.

- Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- 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?

- 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.
- 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

27. 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 nitesh@indiacp.com with a copy marked to evoting@nsdl.com.

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.

28. 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 to reset the password.
29. 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 or call on 022 - 4886 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 – 400013, at the designated E-mail id – evoting@nsdl.com.

II. Process for those shareholders whose E-mail 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 E-mail to 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. 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.com 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 E-mail 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 E-mail address mentioning their name, DP ID an client ID/ Folio No., No. of shares, PAN, mobile number at investors@aahtak.com on or before September 8, 2025. 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 E-mail address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's E-mail address at 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 22, 2025, upon the recommendation of the Audit Committee had approved the appointment of M/s. SKG & Co., Cost Accountants (Firm Registration Number: 000418) as Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of ₹ 1,75,000/- (Rupees One Lakh Seventy Five Thousand Only) plus out of pocket expenses at actual and GST as applicable for the Financial Year ending March 31, 2026.

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, as recommended by the Audit Committee and approved by the Board of Directors of the Company is required to be ratified by the members of the Company.

Accordingly, the Board recommends the resolution set out at Item No. 4 for your approval as an Ordinary Resolution.

None of the Directors, 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

In accordance with Section 204 of the Companies Act, 2013 read with rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

The Board of Directors at its meeting held on May 22, 2025 based on the recommendation of the Audit Committee and subject to approval of the members, had appointed M/s. DMK Associates, Practicing Company Secretaries (Firm Registration No. P2006DE003100) (Peer Review Certificate No. 779/2020) as Secretarial Auditor of the Company, for a term of five (5) consecutive years commencing from Financial Year 2025-2026 to Financial Year 2029-2030, with authorisation to the Board to fix the remuneration.

M/s DMK Associates, a firm of Practicing Company Secretaries established and registered with the Institute of Companies Secretaries of India in the year 2005 is one of the reputed firms. The firm has been engaged in secretarial audits of various prominent companies and their expertise has earned the trust of industry leaders across sectors like FMCG, Manufacturing, Real estate, Power and Energy, Aggregators, Public utilities etc.

M/s DMK Associates have given their consent to act as the Secretarial Auditors of the Company and have confirmed that their appointment, if made, will be within the limit specified under Section 204 of the Companies Act, 2013. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Companies Act, 2013 and the rules made thereunder read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Board based on the recommendations of the Audit Committee, approved a Secretarial Audit fee of Rs. 3,00,000/- plus taxes as applicable and out of pocket expenses for the Financial Year 2025-2026. For the subsequent years, the Board will decide the remuneration based on recommendations of Audit Committee. There is no change in the fees payable to M/s DMK Associates as Secretarial Auditor of the Company from that paid to the previous Secretarial Auditor.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors. The Board recommends the Ordinary

Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, 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. 6

The Members of the Company had approved re-appointment of Ms. Kalli Purie Bhandal as Vice-Chairperson & Managing Director of the Company for a period of 5 (Five) years from April 01, 2023 to March 31, 2028 (through Ordinary resolution) and also approved payment of remuneration for a period of 3 (Three) years from April 01, 2023 to March 31, 2026 (through Special Resolution) on April 9, 2023 by way of Postal Ballot.

Thereafter, the members of the Company at the 24th Annual General Meeting held on September 23, 2023, had approved by way of Special Resolution payment of fixed pay and perquisites as minimum remuneration to Ms. Kalli Purie Bhandal, as Vice Chairperson & Managing Director of the Company in the event of absence of profits and/ or inadequacy of profits or otherwise for a period of 3 (Three) years from April 01, 2023 till March 31, 2026.

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.

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. 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 a working experience of more than three decades and has successfully held several important positions in India Today Group. As a Managing Director, she has been instrumental in the growth of the Company and has taken various

strategic and operational initiatives in both Television & Digital.

The Board of Directors in their meeting held on May 22, 2025, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to the approval of members, had approved no change in the fixed remuneration and commission payable to Ms. Kalli Purie Bhandal and it would continue to remain the same for two years from April 1, 2026 to March 31, 2028. Further, in case of absence of profits and/or inadequacy of profits or otherwise, the Board approved payment of fixed pay and perquisites to her as minimum remuneration notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013. The details of the remuneration proposed including payment of minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year from April 1, 2026 to March 31, 2028 are stated in Resolution No. 6 of this Notice.

Further, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to the approval of the members, the Board also approved that in case of absence of profits and/or inadequacy of profits or otherwise, the aggregate managerial remuneration paid and/or payable to the Executive Director(s) of the Company, taken together in any financial year may exceed the limits as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

The Board of Directors firmly believes that Ms. Kalli Purie Bhandal would continue to bring immense value to the business on account of professional competence and diversified experience, accordingly the approval of members is being sought by way of Special Resolution for payment of remuneration to her as stated in Resolution No. 6 of this notice.

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 remuneration details and terms and conditions as set out in the Resolution No. 6 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. 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 for payment of remuneration to her as set out at Item no. 6 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: May 22, 2025

Registered Office:

F-26, First Floor, Connaught Circus,
New Delhi – 110001

CIN: L92200DL1999PLC103001

Phone: 0120 – 4908600

E-mail id: investors@aahtak.com

Website: www.aahtak.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. The Company operates four news channels – Aaj Tak, Aaj Tak HD, India Today and Good News Today. The Company has unmatched digital presence with Aaj Tak and India Today offerings and is aggressively building on it with 29 dedicated Digital First properties.

Aaj Tak crossed the 70 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 2 years is as follow:

(₹ in Crores)

Particulars	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024
Income from operations	993.02	935.91
Other income	45.71	37.65
Profit before Finance Costs, Depreciation and Amortization	145.78	134.71
Finance costs	2.42	2.67
Depreciation and amortization	32.24	35.45
Profit before tax from continuing operations	111.12	96.59
Tax expense for continuing expenses	28.40	25.59
Net Profit from continuing operations	82.72	71.00
Profit before tax from discontinued operations	(10.54)	(19.53)
Tax expense for discontinued operations	(2.65)	(4.92)
Net Profit from discontinued operations	(7.89)	(14.61)
Net Profit	74.83	56.39
Other comprehensive income for the year, net of tax	0.01	0.47
Total comprehensive income for the year	74.84	56.86
Total comprehensive income Attributable to:		
Owners of the Company	NA	NA
Non-controlling interests	NA	NA

Particulars	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024
Basic earnings per share for continuing operations	13.86	11.90
Diluted earnings per share for continuing operations	13.86	11.90
Basic earnings per share for discontinuing operations	(1.32)	(2.45)
Diluted earnings per share for discontinuing operations	(1.32)	(2.45)
Basic earnings per share	12.54	9.45
Diluted earnings per share	12.54	9.45

Note: The figures for the previous year have been regrouped/ reclassified, wherever necessary, to conform classification in current year. Refer Note No. 25 of the notes of the Standalone financial statements forming part of Annual Report for Financial Year 2024-25 for more details.

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 previous three financial years.

As on March 31, 2025, the aggregate foreign shareholding in the Company was approx. 5.54%.

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

(a) Background Details, Job Profile & Suitability

Ms. Kalli Purie has been working with the India Today Group for more than three decades and has successfully held several important positions. India's most respected and diversified media conglomerate widely regarded as the Gold Standard of journalism. A transformative leader, she has been at the helm of the Group's evolution from a legacy newsroom to a future-ready, digital-first disruptor.

Ms. Kalli Purie Bhandal is the Vice Chairperson & Managing Director of the Company. As Managing Director, she has been instrumental in the growth of the Company and has taken various strategic initiatives in both Television & Digital. She has played a pivotal role in shaping the Group's editorial strategy, storytelling formats and growth trajectory. She is widely acclaimed in the media industry, known for her bold vision that seamlessly fuses the Group's storied editorial legacy with the speed, innovation and interactivity of new-age platforms.

A visionary strategist and serial entrepreneur within the media industry, she has led some of the most consequential shifts in Indian journalism. From building a powerful television footprint to crafting one of India's most expansive digital ecosystems, her impact spans across broadcast, digital, social media, and marquee live events. Her sharp editorial instincts and business foresight have positioned India Today Group as an integrated, future-facing media powerhouse. At the editorial helm, she leads India's most influential news brands, Aaj Tak, Aaj Tak HD, India Today TV, and Good News Today. These channels have consistently earned top industry accolades. Under her stewardship, Aaj Tak became the world's most subscribed and most viewed digital news channel, surpassing 72 million YouTube subscribers, a global benchmark that earned the platform the first-ever custom play button for a news brand.

She also architected the Tak digital ecosystem, a vibrant network of 20+ digital-first brands that have unlocked new frontiers in regional journalism and special-interest content. Her bold push into vernacular storytelling and digital-native formats has redefined how Indian audiences consume news, particularly on mobile and social platforms.

At the intersection of media and technology, she is spearheading the AI-led transformation of the India Today Group. Under her leadership, the Group has introduced several pioneering innovations, including the world's first AI-powered news anchor and AI-generated music popstars, marking an unprecedented leap in global journalism and media storytelling. These breakthroughs reflect her unwavering commitment to continuous reinvention. She is now driving the integration of AI across the entire value chain from content creation to distribution and newsroom automation, which is redefining how journalism will be produced, delivered and consumed in the future.

Her newsroom is one of the most awarded in the country and reflects her future-ready vision; a dynamic, multi-platform editorial engine built for a world of real-time, multi-device storytelling.

She is a graduate of Oxford University in Politics, Philosophy and Economics and an alumna of Harvard Business School's prestigious Owner/

President Management Program. With her rare blend of editorial conviction, entrepreneurial zeal and global perspective, she continues to shape not just the future of the India Today Group but the future of journalism itself.

(b) Past Remuneration and remuneration proposed:

Details on proposed remuneration have been stated in the resolution No. 6 of this notice. In monetary terms, the remuneration during the FY 2024-25 is given hereunder:

Particulars	Amount (in ₹)
Salary & Allowances	5,15,35,000
Perquisites	28,79,603
Commission	17,50,398
Total	5,61,65,001

Notes:

- The salary and allowances includes the Company's contribution to the Provident Fund.
- The value of perquisites is calculated as per the provisions of the Income Tax Act, 1961.
- Provision for profit based commission for the financial year 2024-25.

(c) Recognition or Awards:

Since 2020, Ms. Kalli Purie Bhandal has consistently featured among Fortune's 50 Most Powerful Women in Business, a recognition of her enduring leadership and impact in the media industry.

Most recently, in December 2024, she was conferred the 'Devi Award for Excellence in Communication' by The New Indian Express. A year earlier, in December 2023, she received the 'Naari Shakti Award' from the Indian Television Academy for her exemplary leadership in media and entertainment.

In 2020-21, she was honoured with the 'AIMA Outstanding Contribution to Media' award and also received the 'Hall of Fame – The Editor's Choice Award' at the News Television Awards 2020. That same year, she featured in Impact's Most Influential Women list and Adgully's Powerful Influencers List and was part of Impact's Top 100 Business Leaders.

Her global recognition includes the prestigious IWEA Award (a joint initiative by FICCI FLO

and the U.S. Department of State) in 2019, the 'Outstanding Media & Entertainment Award' by the 21st Century Icon Awards in the UK, and the India's Most Powerful Woman in Media Award by the Confluence Excellence Awards, also in 2019.

In April 2017, she was named FICCI 'Young Woman Achiever for Excellence in Media' and earlier received the 'YFLO Achiever Award for Media' for FY 2016-17. She was also recognised among the top five in Impact Magazine's list of 50 Most Powerful Women in Media, Marketing & Advertising for both FY 2017-18 and FY 2018-19.

Additionally, she was honoured with the 'Achievement & Excellence Award' by Prajapita Brahma Kumaris Ishwariya Vishwa Vidyalaya for her contributions to journalism and promoting the true spirit of media as a force 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.

(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 is taking various steps for efficiency improvement.
- 3. Expected increase in productivity and profits in measurable terms:** The Company has made 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 Director pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2

Name	Ms. Kalli Purie Bhandal
DIN	00105318
Brief Profile/- Background Details	As given in II(a) of the Statement containing additional information as required under Schedule V of the Companies Act 2013
Age	52 years
Qualifications	<ul style="list-style-type: none"> - 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	32 years
Details of remuneration sought to be paid	Refer Resolution no. 6

Remuneration last drawn, if any	As given in II(b) of the Statement containing additional information as required under Schedule V of the Companies Act 2013
Expertise in specific functional area	As mentioned above in brief profile and background details
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	
Date of first appointment on the Board of the Company	08/02/2016
Name(s) of the other Companies in which Directorship held	(i) Living Media India Limited (ii) News Broadcasters & Digital Association (iii) Digital News Publishers Association (iv) Broadcast Audience Research Council (v) Vibgyor Broadcasting Private Limited
Membership/ Chairmanship of Committees in the Company	(i) Corporate Social Responsibility Committee – Member (ii) Stakeholder's Relationship Committee – Member (iii) Risk Management Committee – Member (iv) ESG Committee – Chairperson
Membership/ Chairmanship of Committees in other Company	N.A.
No. of Equity Shares held in the Company directly or on a beneficial basis for any other persons	Nil
No. of Board meetings attended during the year held in the FY 2024-25	5 (Five) out of 6 (Six)
Relationship with other directors, Manager, key managerial personnel of the Company	Mr. Aroon Purie (Father)
Terms and conditions of appointment (if any)	Vice-Chairperson and Managing Director (liable to retire by rotation) and as stated in the resolution and explanatory statement
Listed entities from which the person has resigned in the past three years	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: May 22, 2025**

Registered Office:
F-26, First Floor, Connaught Circus,
New Delhi – 110001
CIN: L92200DL1999PLC103001
Phone: 0120 – 4908600
E-mail id: investors@aahtak.com
Website: www.aahtak.in