



T. V. Today Network Limited

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

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

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

CIN: L92200DL1999PLC103001

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Members of T.V. Today Network Limited,

NOTICE is hereby given pursuant to Sections 108 and 110 and any other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), Regulation 44 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“**Listing Regulations**”), read with the circulars issued by the Securities and Exchange Board of India (“**SEBI**”) from time to time in this regard, Secretarial Standard on General Meetings (“**SS- 2**”) (the “**Secretarial Standards**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, the special resolution as stated in this notice is proposed for the approval of the members of T.V. Today Network Limited (the “**Company**”), through postal ballot by way of remote e-voting by electronic means (“remote e-voting”) only.

In compliance with the circular issued by Ministry of Corporate Affairs (‘MCA’) read with its General Circulars dated April 8, 2020, April 13, 2020, along with subsequent circulars issued in this regard including the recent circular dated September 22, 2025 (collectively referred to as ‘MCA Circulars’), this Postal Ballot Notice (“**Notice**”) is being sent by e-mail only, to the members whose e-mail addresses are registered with the Company/ Depository Participants (‘DP’)/ Depository/ Registrar & Share Transfer Agent (‘RTA’) of the Company. Further, the assent/ dissent of the members on the resolution proposed in this Notice will be considered only through the remote e-Voting system.

SPECIAL BUSINESS:

1. **Appointment of Mr. Abhishek Malhotra (DIN: 11540453) as Non-Executive Independent Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder and Securities and Exchange Board of India (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), Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and Board of Directors of the Company (the “Board”), Mr. Abhishek Malhotra (DIN: 11540453), who is eligible for appointment as Non-Executive 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 a Non-Executive 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, whichever is later.

RESOLVED FURTHER THAT the Directors, Chief Executive Officer and Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters, things and to take all such steps as may be considered necessary or expedient, including filing the requisite forms

or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

Place:Noida **By order of the Board of Directors**
Date: February 27, 2026 **For T.V. Today Network Limited**

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

Registered Office:

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

Notes:

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with the relevant rules made thereunder and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons, in respect of the proposed resolution, is annexed herewith.
2. In compliance with the relevant MCA Circulars and SEBI Circulars, physical copies of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
3. The cut-off date for the purpose of reckoning the voting rights and sending the Notice is **Friday, February 27, 2026 (“Cut-off date”)**. Only those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Company/depositories as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their e-mail ID with the Company or DPs) shall be entitled to vote by way of remote e-voting in accordance with the process laid down in this Notice. A person who is not a member/beneficial owner as on the Cut-off date, should treat this Notice for information purpose only.
4. This Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participant (DP)/Company’s Registrar and Transfer Agent (RTA). Members may note that the Postal Ballot Notice will also be available on the Company’s website at <https://ajitak.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 on the website of our RTA at <https://www.mcsregistrars.com/>.
5. The manner in which persons who have acquired shares and become members of the Company after the dispatch of this Notice may obtain the login ID and password as per the details mentioned in this Postal Ballot Notice.
6. Those members who have not yet registered their e-mail addresses and consequently, have not received the Notice, are requested to get their e-mail addresses and mobile numbers registered by following the guidelines mentioned in this Notice.
7. Securities and Exchange Board of India (“SEBI”), vide its circular bearing reference nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (now rescinded by 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 No. 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, mandated that the security holders (holding securities in physical form) are required to update following details for their corresponding folio numbers:
 - a) PAN
 - b) Contact Details: Postal Address with PIN and Mobile Number
 - c) Bank Account Details (Bank & Branch name, Bank account number and IFSC)
 - d) Specimen signatureThe security holder(s), whose folio(s) do not have all the above details updated, shall be eligible:
 - (a) to lodge grievance or avail any service request from the RTA only after furnishing PAN, Contact Details including Mobile Number, Bank Account Details and Specimen Signature.

- (b) for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

Updation of PAN and KYC shall be made through Form ISR-1 and in case of registration/updation of specimen signature additional, Form ISR-2 for Banker's attestation of the signature of the same bank account, along with the necessary attachments / documents as stated in the forms itself is required to be furnished. The said form can be downloaded from the website of our RTA viz. <https://www.mcsregistrars.com/downloads.php>. While filling up the form, please strike out the portion(s), which are not applicable to you.

Further, PAN to be furnished should be linked with Aadhaar. In case the same is not so linked, it is requested to do the same immediately. In the event such linkage is not done then PAN will be deemed to be invalid and consequently folio of such physical security holders will be treated in the same manner as applicable in case of folios for which no PAN has been furnished.

It is also requested to provide/update 'choice of nomination' for ensuring smooth transmission of securities, if required and as well as to prevent accumulation of unclaimed assets in securities market. While updating E-mail ID is optional, the security holders are requested to register e-mail id also to avail online services.

For appointing a nominee it is requested to furnish **Form SH-13**. A copy of the said form is available at our RTA's website viz. <https://www.mcsregistrars.com/downloads.php> While filling up the form, please strike out the portion(s) which are not applicable to you.

In case a shareholder does not wish to nominate any person as nominee with respect to the physical shares held by then, then please furnish declaration for opting out of nomination in Form ISR -3, which can be downloaded from our RTA's website viz. <https://www.mcsregistrars.com/downloads.php> .

For cancelling / change of nomination at a later date with respect to the physical shares held, please furnish **Form SH-14**. A copy of the said Form can also be downloaded from our RTA's website at <https://www.mcsregistrars.com/downloads.php> .

A copy of the above mentioned forms can also be downloaded from the website of the Company at <https://www.aajtak.in/investor>

- i) Members holding shares in dematerialized form are requested to register/ update their e-mail addresses with their respective DPs.
- ii) In case of queries with respect to the aforesaid process, members are requested to write to helpdeskdelhi@mcsregistrars.com or call at the toll free number 011-4140 6149, 4140 6150, 4140 6151.
- (c) As per Sections 108, 110 and other applicable provisions of the Act read with Rules 20 & 22 of the the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with Section VI-C of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, as amended ("SEBI Master Circular") , members are provided the facility to cast their vote on resolution set forth in this Postal Ballot Notice ('Notice'), through remote e-voting facility ('remote e-voting').

The Company has engaged National Securities Depository Limited ("NSDL") to provide remote e-voting facility for its members. The procedure for remote e-voting is given below. The remote e-Voting facility is available at the link at www.evoting.nsdl.com **from 9.00 a.m. on March 03, 2026 up to 5.00 p.m. (IST) on April 01, 2026**. The e-Voting module will be blocked by NSDL at 5.00 p.m. (IST) on **April 01, 2026** and voting shall not be allowed beyond the said date and time.

Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

- (d) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as at close of business hours on the Cut-off date.
- (e) The Board has, pursuant to Rule 22(5) of the Rules, appointed Mr. Nitesh Latwal (C.P 16276), Practicing Company Secretary and in his absence, Mr. Ajay Khandelwal (C.P 18606) Practicing Company Secretary and Partners of M/s PI & Associates, New Delhi as the Scrutinizer for conducting the Postal Ballot through remote e-Voting in accordance with the law and in a fair and transparent manner.

- (f) Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report within two working days from the end of the remote e-voting period, to the Chairman or any other person authorised by him. The results of the Postal Ballot will be announced by the Chairman or the authorised person within two working days from the closure of the voting period.
- (g) 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.
- (h) The resolution, if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf on the last date specified by the Company for remote e-voting, i.e. April 01, 2026.
- (i) All documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST). Such documents will also be available electronically for inspection, without any fee, by the members from the date of circulation of the Notice upto the closure of the voting period i.e. April 01, 2026. Members seeking to inspect such documents can send an e-mail to investors@aajtak.com.
- (j) As required under Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, SEBI Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district in which registered office of the Company is situated.
- (k) The relevant details of the Director in respect of business under Item no. 1 as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standard-2") is annexed hereto.
- (l) SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/191 dated December 20, 2023 read with master circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, as amended, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to the said 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 (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.aajtak.in/investor> .

INSTRUCTIONS FOR REMOTE E-VOTING

The manner and process of remote e-Voting is 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 on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 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; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </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>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 Personal name & password

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 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. 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. 3. 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. 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 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.

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 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. 1800-21-09911

B) Login Method 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 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 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 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:

- 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.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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

1. 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.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.
2. 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.
3. 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, Assistant Vice President – NSDL or Mr. Amit Vishal, Deputy Vice President – NSDL at evoting@nsdl.com or contact at NSDL, 301, 3rd floor, Naman Chambers, G Block, Plot No. – C-32, Bandra Kurla Complex, Bandra East, Mumbai – 400051

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 investors@ajitak.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 investors@ajitak.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 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.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

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. Abhishek Malhotra (DIN: 11540453), the Board of Directors of the Company at the meeting held on February 13, 2026, on the recommendation of Nomination and Remuneration Committee (NRC) and in pursuance to Sections 149 and 150 and Schedule IV of the Companies Act, 2013 ("Act") read with Rules framed thereunder and other applicable provisions thereunder and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory re-enactment(s) or modification(s) thereunder from time to time) and Articles of Association of the Company, has recommended the appointment of Mr. Abhishek Malhotra as Non-Executive Independent Director of Company, not liable to retire by rotation, for a term of 5 (five) consecutive years. Appointment of Mr. Abhishek Malhotra 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, whichever is later.

Further, as per Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution. Pursuant to the first proviso of Regulation 25(2A) of the Listing Regulations, where a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such Independent Director shall be deemed to have been made as if the approval of the shareholders have been obtained by way of Special Resolution.

Mr. Abhishek Malhotra, is a member of the Bar Councils of Delhi and California and has 25 years of experience as an Advocate in primary areas of expertise, including intellectual property, commercial dispute resolution, technology, media and telecommunications. He has been advising clients in minimizing legal risks and devising strategies for safeguarding against civil and criminal liability. Mr. Malhotra is recognized as the "go to" professional for issues across broadcasting, music,

sports, technology, and space. He has contributed to the policy realm by providing inputs to the Governments and think tanks on copyright issues, sports and fantasy gaming, Digital Health and as a Principal Advisor to the Broadband India Forum on issues relating, inter alia, to satellite communication and data protection. Mr. Malhotra is a guest lecturer at Indian Institute of Information Technology, the National Law School of India University, NUJS, Kolkata. He regularly speaks at conferences and forums of repute, including the National Judicial Academy, US-India Business Council, National Law School, World Intellectual Property Office, MediaNama, FICCI and CII.

Considering his diverse skills, capabilities, expertise and experience, the NRC and the Board of Directors are of the opinion that, it would be in the interest of the Company to appoint him as Non-Executive Independent Director of the Company.

The Company has received his consent to act as Non-Executive 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 Listing Regulations and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act as well as not debarred from appointment by any order of SEBI or any other authority. Further, 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 Act and Listing Regulations for appointment as Non-Executive Independent Director and is independent of the management of the Company.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Abhishek Malhotra to be appointed as an Independent Director.

A copy of the draft letter of appointment of Non-Executive Independent Director setting out the terms and conditions of appointment is available for inspection by the members on the website of the Company at link



<https://specials.indiatoday.com/ajitaknew/download/Draft-letter-of-appointment-of-Independent-Directors.pdf>

Accordingly, the Board recommends the appointment of Mr. Abhishek Malhotra as Non-Executive Independent Director of the Company and proposes the special resolution for approval of members.

The details of Mr. Abhishek 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 (except to the extent of their shareholding in the Company), is in any way concerned or interested, financially or otherwise, in the said Resolution.

Place : Noida **By order of the Board of Directors**
Date: February 27, 2026 **For T.V. Today Network Limited**

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

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

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

DIN	11540453
Name	Mr. Abhishek Malhotra
Date of Birth	December 13,1975
Age	50 Years
Qualifications	L.L.M from Franklin Pierce Law Center, New Hampshire, U.S.A. L.L.B from National Law University, Bangalore
Brief Profile (including Experience and Expertise in specific functional area)	As mentioned in Explanatory Statement annexed to the Notice
Name(s) of the other Companies in which Directorship held	N.A.
Membership/ Chairmanship of Committees in the Company	N.A.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in Explanatory Statement annexed to the Notice.
Membership/ Chairmanship of Committees in the Company	N.A.

Terms and conditions of appointment	As per the resolution and the explanatory statement annexed to the Notice.
Details of remuneration sought to be paid	Only Sitting Fees to be paid
Date of first appointment on the Board of the Company	N.A.
Remuneration last drawn, if any	N.A.
Listed entities from which the person has resigned in the past three years	NIL
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 FY 2025-26	N.A.
Relationship with other directors, Manager, key managerial personnel of the Company	None