

T. V. Today Network Limited

Registered Office: F-26, First Floor, Connaught Circus, New Delhi-110001, CIN No. L92200DL1999PLC103001, Website: www.aajtak.intoday.in, Email:puneet.jain@aajtak.com, Telephone Number: 0120-4807100, Fax Number: 0120-4325028

NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the members of T.V. Today Network Limited will be held on Thursday, the 20th day of August, 2015 at 03.00 p.m. at the Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110010 to transact the following businesses:

ORDINARY BUSINESS

Item No. 1 Adoption of Accounts

To consider and adopt:

- the audited financial Statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
- the audited Consolidated financial Statement of the Company for the financial year ended March 31, 2015.

Item No. 2 Declaration of Dividend

To declare dividend on the equity shares of the Company for the financial year ended March 31, 2015.

Item No. 3 Appointment of Director retiring by rotation

To appoint a Director in place of Mr. Devajyoti Bhattacharya (DIN: 00868751) who retires by rotation and being eligible, has offered himself for re-appointment.

Item No. 4 Appointment of Statutory Auditors

To appoint M/s. Price Waterhouse, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next two Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to section 139 of the Companies Act 2013 and rules made thereunder M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) be and are hereby appointed as Statutory Auditors of the Company to hold office for the period of two years i.e. from the conclusion of this Sixteenth Annual General Meeting till the conclusion of the Eighteenth Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

Item No. 5: Remuneration payable to the Cost Auditor

To approve the remuneration of the Cost Auditors for the F.Y 2015-2016 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 and Companies (Cost records and Audit) Rules, 2014 and amendment thereof, M/s SKG & Co.,

Cost Accountants (ICMAI Firm Registration No. 000418) appointed by the Board of Directors of the Company as Cost Auditors to conduct audit of Cost accounting records maintained by the Company for the financial year 2015-16 to be paid remuneration of Rs. 1,00,000 (exclusive service tax & Out of pocket expenses).

RESOLVED FURTHER THAT Dr. Puneet Jain (Head-Legal and Compliances & Company Secretary & Vice-President (Internal Audit) be and is hereby authorized to do all such act(s), deed(s) and thing(s) as it may, deem necessary and/or expedient for implementing and giving effect to the aforesaid resolution.”

Item No. 6: Ratification of re-appointment of Ms. Koel Purie Rinchet as the Whole Time Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the said Act, the consent of the shareholders, be and is hereby accorded for the re-appointment of Ms. Koel Purie Rinchet (DIN: 02832071) as a Whole Time Director of the Company for a period i.e. May 24, 2015 to June, 27, 2015 on the terms and conditions as to remuneration and perquisites, as approved and recommended by the Nomination and Remuneration Committee and mentioned below:

a. Period

May 24, 2015 to June 27, 2015

b. Remuneration:

S. No.	Particulars	Per month (Rs.)
1.	Basic Pay	440,640/-
2.	Special Allowance	125,505/-
3.	House Rent Allowance	155,520/-
4.	Leave Travel Assistance	3,059/-
5.	Bonus/Incentive (As per discretion of the management)	3,24,000/-

Notes:

- The Company had provided telephone, internet connection at the residence of Ms. Koel Purie Rinchet, the Whole Time Director, the cost of which was included as perquisites to the employee. The Company had also provided her a mobile and blackberry for the business of the Company.
- Ms. Koel Purie Rinchet was entitled to Provident Fund, Gratuity as per the Rules of the Company.
- Ms. Koel Purie Rinchet was entitled to Group Medical Insurance Scheme and the Group Accident Insurance Scheme as applicable to Senior Employees of the Company.
- Ms. Koel Purie Rinchet was entitled to the re-imbursment of entertainment, books and periodicals, travelling and all

other expenses incurred for the business of the Company as per the Rules of the Company.

5. The Management was entitled to interchange the remuneration of Ms. Koel Purie Rinchet from one head to another, as it may consider appropriate, within the overall limits set out in the resolution.
6. The perquisites were evaluated as per Income Tax Rules, 1962, wherever applicable. In the absence of any such Rules, perquisite were evaluated at actual.

RESOLVED FURTHER THAT Dr. Puneet Jain Head-Legal and Compliances & Company Secretary & Vice-President (Internal Audit) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds and things as it may, in its discretion deem necessary and/or expedient for implementing and giving effect to this resolution.”

Item No. 7: Re-Appointment of Mr. Aroon Purie as the Chairman and Managing Director of the Company and approval for continuation of his term after attaining the age of 70 years

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

“**RESOLVED THAT** pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Aroon Purie (DIN: 00002794), be and is hereby re-appointed as the Chairman and Managing Director of the Company for a period of five years w.e.f April 1, 2015 on the terms and conditions as to remuneration and perquisites, as approved and recommended by the Nomination and Remuneration Committee and mentioned below:

a. Period

5 years w.e.f April 1, 2015.

b. Remuneration:

Salary – NIL

Commission including perquisites @5% of the net profits of the Company computed in the manner laid down under Section 197(6) of the Companies Act, 2013.

Perquisites – Company maintained car with driver for official/personal use. Personal use of car valued as per Income Tax Act would form part of 5% of the Commission or alternatively would be reimbursed to the Company.”

RESOLVED FURTHER THAT pursuant to Section 196(3) and all other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act, the consent of the shareholders, be and is hereby accorded for appointment of

Mr. Aroon Purie (DIN: 00002794) as Chairman and Managing Director of the Company as per the terms and conditions specified in the resolution, after attaining the age of seventy years.

RESOLVED FURTHER THAT Dr. Puneet Jain, Head-Legal and Compliances & Company Secretary & Vice-President (Internal Audit) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds and things as it may, in its discretion deem necessary and/or expedient for implementing and giving effect to this resolution.”

Item No. 8: Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013

To consider adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 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 section 5 and section 14 and all other applicable provisions, if any, of the Companies Act, 2013, Schedule I made thereunder, read with Companies (Incorporation) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), the new set of regulations contained in the Articles of Association in place of existing Articles of Association of the Company, a copy of which is laid before the meeting and initialed by the Chairperson for the purpose of identification, be and is hereby approved and adopted as the new Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Dr. Puneet Jain, Head-Legal and Compliances & Company Secretary & Vice-President (Internal Audit), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 9: Increase in Limit of Foreign Investment by Foreign Portfolio Investors (FPI)/Foreign Institutional Investors (FII)/ Non Resident Indians (NRI) under Portfolio Investment Scheme.

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

“**RESOLVED THAT** subject to approval of Foreign Investment Promotion Board (FIPB), the consent be and is hereby accorded for increasing the limits of foreign investment by FPI & FII upto 26% and by NRI upto 24% , of the paid-up capital of the company, under the Portfolio Investment Scheme (PIS) of the FEMA (Transfer or issue of security by a person resident outside India) Regulations 2000 (as amended from time to time)

RESOLVED FURTHER THAT the total foreign investment as aforesaid shall not exceed the maximum permissible limit of foreign investment of 26% of the paid-up capital of the company

RESOLVED FURTHER THAT Mr. Aroon Purie, Managing Director, and/or Dr. Puneet Jain, Head – Legal & Compliances & Company Secretary & Vice President (Internal Audit) be and are hereby severally authorized to do such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any other officer(s) of the Company.”

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

Sd/-

**Place: New Delhi
Date: 20.07.2015**

**Dr. Puneet Jain
Head- Legal & Compliances
& Company Secretary
& Vice President- (Internal Audit)
Membership Number: F7158**

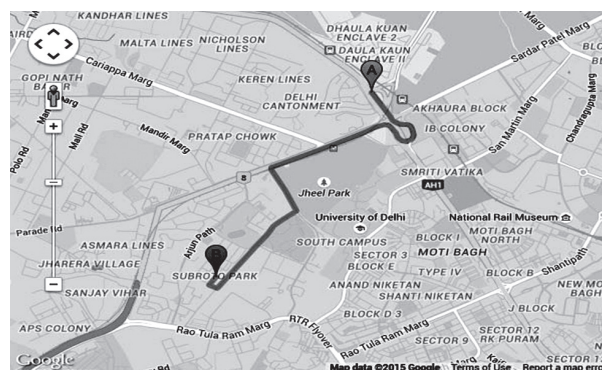
Address: H No. 343 Sector 14, Faridabad, 121007, Haryana

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PERSONS AS HIS PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxy form, in order to be effective, should be duly stamped, signed and completed in all respects and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the aforesaid meeting.**
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
3. No person shall be entitled to attend or vote at the meeting as a duly authorized representative of anybody corporate which is a shareholder of the Company, unless a certified copy of the resolution appointing him/her as duly authorized representative has been deposited at the

Registered Office of the Company not less than 48 hours before the commencement of the meeting.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the meeting, is annexed hereto.
6. The Register of Members and the Share Transfer books of the Company will remain closed from August 7, 2015 to August 20, 2015 (both days inclusive) for annual closing and determining the entitlement of the shareholders for dividend on equity shares, if declared at the meeting.
7. The dividend on equity shares, if declared at the meeting, will be paid to those members of the Company whose name appear on the Register of Members and as per beneficial owners position received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of August 6, 2015.
8. 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 its Registrars and Transfer Agents, MCS Share Transfer Agent Limited (“MCS”) cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
9. Route Map of the AGM Venue i.e . Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110010



10. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department of the Company or the Company’s Registrar and Share Transfer Agent (“MCS”) for revalidation and encash them before the due dates.
11. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2006-07, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor



Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 20, 2014 (date of last Annual General Meeting) on the website of the Company (www.aajtak.intoday.in), as also on the website of the Ministry of Corporate Affairs.

12. All documents referred to in the accompanying Notice and the Statement, shall be open for inspection at the Registered Office of the Company during normal business hours on all -days except Saturdays and Sunday, up to and including the date of the Annual General Meeting.
13. Members can inspect the register of director and key managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the meeting at the venue.
14. Members may please note that no gift/gift coupons shall be distributed at the venue of the Annual General Meeting
15. The equity shares of the Company is listed at:
 1. National Stock Exchange of India Limited
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051.
 2. BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001.

The listing fees have been paid in time.

16. Members are requested to:
 - a. Intimate immediately those holding shares in electronic form any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/MCS, F-65, Okhla Industrial Area, Phase-I, New Delhi-110020.
 - b. 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 Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/MCS.
 - c. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also

advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

- d. Send their queries, if any, at least 15 days in advance of the meeting at the Company's registered office at F-26, First Floor, Connaught Circus, New Delhi –110001 or Corporate Office at India Today Mediaplex, FC-8, Sector 16A, Film City, Noida-201301, Uttar Pradesh so that the information can be made available at the meeting.
 - e. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
 - f. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH-13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company.
 - g. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the new share transfer form SH-4.
 - h. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a) The change in the residential status on return to India for permanent settlement.
 - b) The particulars of the Non-resident rupee (NRE) Account with a Bank in India, if not furnished earlier.
 - i. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving Annual Reports and other Communication from the Company electronically.
17. As per the requirements of Clause 49 of the Listing Agreement on Corporate Governance requisite details in respect of appointment/re-appointment of the Directors are given in the Statement.

A statement containing details of Mr. Devajyoti Bhattacharya, Non- Executive Director of the Company, liable to retire by rotation and being eligible for re-appointment at the Annual General Meeting is given below:

Name	Mr. Devajyoti Bhattacharya
Date of Birth	17/01/1958
Age	57 years
Qualifications	Bachelor of Technology in Mechanical Engineering, NIT, Rourkela and PG in Industrial Engineering, NITIE, Mumbai.
Experience	34
Details of remuneration sought to be paid	(Sitting fees for the Board or Committee attended of the Company)
Remuneration last drawn	40,000 (Sitting fees)
Nationality	Indian
Expertise in specific functional area	Mechanical Engineering, Industrial Engineering.
Date of first appointment on the Board of the Company	11/02/2014
Name(s) of the other Companies in which Directorship held	Living Media India Limited Mail Today Newspapers Private Limited Today Merchandise Private Limited India Today Online Private Limited Today Retail Network Private Limited Universal Learn Today Private Limited Aditya Birla Online Fashion Private Limited Aditya Birla Health Insurance Co. Limited
Name(s) of Companies in which Committee Membership(s) held (as per Clause 49 of the Listing Agreement)	Living Media India Limited-Audit Committee
Shareholding in the Company	N.A.
No. of Board meetings attended during the year	2
Relationship with other directors, Manager, key managerial personnel of the Company	None of the Director, Manager KMP of the Company is related, concerned or interested.

18. Information and other instructions relating to e-voting are as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended and the provisions of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to provide the members a facility to vote on the resolution proposed to be passed in the 16th Annual General Meeting (AGM) from a place other than the venue of the Annual General Meeting by electronic means through remote e-voting.

The facility for voting through ballot paper system shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the AGM through Ballot paper system.

The members who will cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote in the AGM.

The Board of Directors of the Company has appointed Mr. Abhishek Bansal, Advocate, (Bar Council No: D/2726/2008), M/s Corporate Professionals Advisors & Advocates, New Delhi as Scrutinizer to Scrutinize the remote e-voting process and Ballot papers process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner(in case of electronic shareholding) as on the cut-off date i.e. 13th August, 2015

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 13th August, 2015 shall be entitled to avail the facility of remote e-voting/Ballot Paper.

The items of business as detailed in this Notice as may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

The instructions for e-voting services are as under:

- (i) The voting period begins at 10:00 am. on 16th August, 2015 and ends on 19th August, 2015 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13th August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID



- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that

this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have

issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) 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. August 13, 2015 may follow the same instructions for e-Voting.

19. The Scrutinizer shall, immediately after the conclusion of voting at the Annual general meeting, count the votes cast at the Annual General meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast 2 witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer’s report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman or any other person authorized by the chairman, shall declare the result of the voting forthwith.
20. The results along with Scrutinizer’s Report, will be placed on the Company’s website www.aajtak.intoday.in and the website of CDSL immediately after the result is declared by the Chairman and the same shall be communicated to the Stock Exchanges where the shares of the Company are listed.

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

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

Membership Number: F7158

**Place: New Delhi
Date : 20.07.2015**

**Address: H No. 343 Sector 14,
Faridabad, 121007, Haryana**

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

ITEM NO. 5

The Board of Directors (‘the Board’) appointed M/s. SKG & Co., Cost Accountants as Cost Auditor of the Company in their meeting held on May 12, 2015 after discussing the necessity and scope of the same for the Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with rules made thereunder, the remuneration payable to the Cost Auditors shall be approved by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution of this item for approval of the remuneration of Rs. 1,00,000 (excluding service tax & out of their pocket expenses) payable to the Cost Auditor for F.Y. 2015-16.

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

The Board of the Company recommend passing of the aforesaid item by way of Ordinary Resolution by the shareholders of the Company.

ITEM NO. 6

Ms. Koel Purie Rinchet was re-appointed as the Whole Time Director by the Board of Directors of the Company on February 6, 2015 for period of 5 years. Her term of last appointment ended on May 23, 2015 and the Board of Directors in their meeting held on 6th February, 2015 has re-appointed Ms. Koel Purie Rinchet as the Whole Time Director for a period of 5 years w.e.f 24th May, 2015 subject to the approval of the shareholders

But due to some personal reasons Ms. Rinchet has resigned from the office of Whole time Director w.e.f. June 27, 2015 and will continue as Non-Executive Director on the Board of the Company. Thus, the said resolution is proposed to ratify the re-appointment and remuneration of Ms. Rinchet for the period i.e. May 24, 2015 to June 27, 2015.

Ms. Rinchet, has graduated in the field of acting from Royal Academy of Dramatic Arts (RADA) and graduated in Politics, Philosophy and Economics (PPE) from University of York. Ms. Rinchet holds 15 years of experience in the field of films and dramatic arts, as an actor, producer, assistant director, host and anchor etc. She is well known in the television and film industry in India and coordinate and conduct entertainment interviews and shows with all the people from entertainment industry. She write the televisive reviews of all the big films. Her achievements and experience during the last 15 years in films, dramatic arts provide a vital insight to the entertainment industry. Her chat show “Couching with Koel” has been on air since 2008, has been a top rated interview show and won many awards including best host.

Besides her qualification(s) and rich experience, she is a person of outstanding calibre and possesses vast experience and capabilities for supervising the business activities of the Company.

Disclosures as per Clause 49 of Listing Agreement entered into with Stock Exchanges and Secretarial Standard-2:

Name	Ms. Koel Purie Rinchet
Date of Birth	25/11/1974
Age	40
Nationality	Indian
Experience	18
Remuneration last drawn	98,87,308



Details of remuneration sought to be paid	Remuneration as per the resolution from 24th May 2015 to 27th June 2015. She has resigned as whole time Director with effect from June 27th 2015 thereafter she will be paid sitting fees for attending board/committee meeting.
Date of first Appointment on the Board of the Company	26/10/2009
Qualifications	Graduated in the field of Acting from Royal Academy of Dramatic Arts (RADA) and Graduated in Politics, Philosophy and Economics (PPE) from University of York.
Expertise in specific functional area	Expert in Media and Journalism
Name(s) of the other Companies in which Directorship held	Thomson Press India Limited
Name(s) of Companies in which Committee Membership(s) held (as per Clause 49 of the Listing Agreement)	T.V. Today Network Limited-Member, Stakeholder Relationship Committee
Shareholding in the Company	NIL
No. of Board meetings attended during the year	3
Relationship with other directors, Manager, key managerial personnel of the Company	None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise except that Ms. Koel Purie Rinchet is the daughter of Mr. Aroon Purie.

The Board of the Company recommend passing of the aforesaid item by way of Ordinary Resolution by the shareholders of the Company.

ITEM NO. 7

Mr. Aroon Purie was re-appointed as Chairman and Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2015 subject to the approval of the shareholders at the Annual General Meeting to be held on 20th August, 2015.

Since he has attained the age of 70 years therefore as per the requirement of Companies Act, 2013, the said resolution is to be passed as Special Resolution. The necessary justification for his appointment as Chairman and Managing Director of the Company at the age of 70 is mentioned below:

Mr. Aroon Purie, born on 29th December, 1944 is the founding Chairman & Editor-in-Chief of the India Today Group, India's most respected and diversified media conglomerate. The

Group has more than 36 magazines including editions of leading international titles. Its flagship newsweekly, India Today and other Group publications are all market leaders. It also has four leading 24-hour news channels including the largest Hindi news channel, 7 radio stations, a newspaper and a consumer e-com shopping portal and strong digital, mobile and social media presence. Through its multiple media brands and platforms, the India Today Group reaches more than 100 million people every month.

An alumnus of the London School of Economics and a qualified Chartered Accountant, Mr. Aroon Purie has served on the Board of many prestigious institutions in India and abroad. He was Chairman of FIPP (The International Federation of the Periodical Press) from 2009 to 2011 and was the first Asian to be given this honor.

A true pioneer, Mr. Aroon Purie has been instrumental in changing the face of journalism in India and is the recipient of numerous awards for his outstanding contribution to journalism in both print and television. These include, amongst others, The B.D. Goenka Award for Excellence in Journalism (1988), The G.K. Reddy Memorial Award for Outstanding Contribution to Journalism (1993-94), The Apsara Award from the Film and Television Producers Guild of India in 2006, The ITA Television Icon 2007 Award from the Indian Television Academy, The NT lifetime achievement Award 2008 from the Indian Television Dot Com and the Managing India 2010 Award by the All India Management Association. He was recently conferred with the prestigious "Editor of the Year" award by the India Chapter of International Advertising Association (IAA) for his outstanding contribution in the field of Media.

Mr. Aroon Purie was awarded the Padma Bhushan - amongst India's highest Civilian honours - by the President of India in 2001.

Disclosures as per Clause 49 of Listing Agreement entered into with Stock Exchanges and Secretarial Standard-2:

Name	Mr. Aroon Purie
Date of Birth	29 th December, 1944
Age	70 years
Nationality	Indian
Date of first Appointment on the Board of the Company	21/08/2000
Qualifications	Graduate from the London School of Economics with a degree in Economics and is a Fellow of the Institute of Chartered Accountants (England & Wales).
Experience	45
Remuneration last drawn	6,7084,720

Details of remuneration sought to be paid	(a) Salary – NIL (b) Commission including perquisites @5% of the net profits of the Company computed in the manner laid down under Section 197(6) of the Companies Act, 2013. (c) Perquisites – Company maintained car with driver for official/ personal use. Personal use of car valued as per Income Tax Act would form part of 5% of the Commission or alternatively would be reimbursed to the Company.”
Expertise in specific functional area	Expert in Media and Journalism
Name(s) of the other Companies in which Directorship held	Thomson Press India Limited Integrated Databases India Limited The All India Investment Corporation Private Limited All India Film Corporation Private Limited The All India Finance and Commerce Private Limited Universal Learn Today Private Limited T.V. Today Network(Business) Limited SKH Metals Limited Mail Today Newspapers Private Limited Thomson Digital (India) Limited Today Merchandise Private Limited Intaglio Press Private Limited Indian Broadcasting Foundation
Name(s) of Companies in which Committee Membership(s) held (as per Clause 49 of the Listing Agreement)	NIL
Shareholding in the Company	294172 shares
No. of Board meetings attended during the year	4
Relationship with other directors, Manager, key managerial personnel of the Company	None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise except that Mr. Aroon Purie is the father of Ms. Koel Purie Rinchet.

Remuneration proposed: The Nomination & Remuneration Committee and the Board of Directors of the Company at their meeting had approved the following terms and conditions of

remuneration of Mr. Aroon Purie for period of five years w.e.f. 1st April, 2015 as hereunder:

- (a) Salary – NIL
- (b) Commission including perquisites @5% of the net profits of the Company computed in the manner laid down under Section 197(6) of the Companies Act, 2013.
- (c) Perquisites – Company maintained car with driver for official/personal use. Personal use of car valued as per Income Tax Act would form part of 5% of the Commission or alternatively would be reimbursed to the Company.”

The Board of the Company recommend passing of the aforesaid item by way of Special Resolution by the shareholders of the Company.

ITEM NO. 8

The existing Articles of Association of the Company are pursuant to Companies Act, 1956 and several regulations in the existing Articles of Association are no longer in conformity with the Companies Act, 2013.

With the coming into force of the provisions of the Companies Act, 2013, several regulations of the existing Articles of Association of the Company require alteration/ amendment/ modification or deletions. Thus, it is suggested to replace the existing Articles of Association by a new set of Articles and adopting the new set of Articles of Association to be substituted in place of the existing Articles of Association are based primarily based on Table ‘F’ to Schedule I of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

The proposed new draft Articles of Association is also available for inspection at the registered office of the Company during normal business hours on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting.

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

The Board of the Company recommend passing of the aforesaid item by way of Special Resolution by the shareholders of the Company.

ITEM NO. 9

As per the Portfolio Investment Scheme (PIS) under the FEMA (Transfer or issue of Security by a person resident outside India) Regulations, 2000 (‘FEMA Regulations’), the Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FII) can invest in aggregate upto 24% which can be further increased to 26% (sectoral limit) of the paid up capital of the Company subject to the shareholders’ approval of the Company and NRIs can invest in aggregate upto 10% which can be further increased to 24% of the paid up capital of the Company subject to shareholders’ approval of the Company. Moreover please take note that the maximum foreign investment allowed under the Company is upto 26% (sectoral



T.V. Today Network Limited

limit) of the paid-up capital of the company subject to the approval by Foreign Investment Promotion Board (FIPB).

Your company feels that foreign investment by FPI/FII/NRI would enhance its image and will add to its growth, therefore it wishes to increase the limits of foreign investment by FPI/FII/NRI under PIS upto the maximum permitted limits allowed under the law

Accordingly, consent of the Members is sought for passing a Special Resolution as set out in Item no. 9 of the Notice for increase in foreign investment by FPI/FII and NRI.

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

The Board of the Company recommend passing of the aforesaid item by way of Special Resolution by the shareholders of the Company.

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

**Dr. Puneet Jain
Head- Legal &
Compliances & Company
Secretary & Vice President
(Internal Audit)
Membership Number: F7158
Address: H No. 343 Sector 14,
Faridabad, 121007, Haryana**

**Place: New Delhi
Date: 20.07.2015**

Particulars of employees as required under rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 for the year ended March 31, 2015

S. No.	Name of Employee	Designation	Remuneration Rs.	Qualification	Experience (in years)	Date of Joining	Age	Last Employment	Share-holding (In %)	Relationship with any Director/ Manager
1	Aroon Purie	Managing Director	67,084,720	Graduate from London School of Economic, Chartered Accountant	45	21-Aug-00	70	NA	0.49	Father of Ms. Koel Purie Rinchet, Non-Executive Director of the Company
2	Rajnish Rikhy	Senior Vice President - Ad Sales & Business Head - Headlines Today	22,097,996	B. Com, L.L.B & M.B.A	28	12-Jul-04	55	Times of India	0.0783	N.A.
3	Koel Purie Rinchet	Executive Producer	9,887,308	Graduate in the field of Acting from Royal Academy of Dramatic Arts (RADA) and Graduate in Politics, Philosophy and Economics (PPE) from University of York.	18	24-May-10	41	NA	NIL	Daughter of Mr. Aroon Purie, Chairman & Managing Director of the Company
4	Rahul Kulshreshtha	Sr. Vice President (Operations & Technical)	17,154,008	B.Com	30	1-May-12	51	NA	NIL	N.A.
5	Purva Misra	Group HR Head	9,073,932	B. A, MBA	17	2-Sep-13	40	Makemy Trip (India) Pvt Limited	NIL	N.A.
6	Rahul Kumar Shaw	Vice President - Ad Sales (Headlines Today) & Business Head (Radio)	11,050,741	B. Com, Hons	19	27-Feb-12	41	Icon Edge	NIL	N.A.
7	Supriya Prasad	Managing Editor	13,555,482	B. Sc (Hons), PG diploma in Journalism and Mass Communication	19	12-Sep-11	44	B.A.G. Newslime Network Limited	NIL	N.A.
8	Rahul Kanwal	Managing Editor, TVTN	13,323,789	M. A	16	25-Nov-02	35	Zee News	NIL	N.A.
9	Rohit Saran	Editor-at-Large: Digital & Analytics	8,173,530	M.A Economics	24	1-Apr-14	45	LIVING MEDIA INDIA LIMITED	NIL	N.A.
10	Rehan Kidwai	Vice P resident- Operations	6,046,596	B.Com	28	1-Sep-94	50	SHARA INDIA TV NETWORK	0.025	N.A.
11	Vivek Malhotra	Vice President - Marketing & Strategic Planning and Research	6,171,422	Post Graduate Diploma in Business Management	13	23-Jan-12	37	UTV NEWS LIMITED	NIL	N.A.
12	Vinay Tewari	Managing Editor, Headlines Today	3,860,892	Bachelor's Psychology, PGD - Business Journalism	18	1-Oct-14	44	CNN IBN	NIL	N.A.
13	Piyush Gupta	Group Chief Technology Officer, ITG	2,244,681	B.Tech	23	19-Jan-15	43	CNN IBN	NIL	N.A.
14	Ashish Kumar Bagga	Chief Executive Officer	19,803,892	Physics Honours graduate, MBA	30	14-May-14	54	Hindustan Times	NIL	N.A.
15	Dinesh Bhatia	Chief Financial Officer	9,816,366	B.Com (Hons.) MBA Finance	27	14-May-14	50	HT Media Limited	NIL	N.A.
		Total	219,345,355							

1. Remuneration includes Salary, House rent allowance, Company's contribution to provident fund and perquisites have been calculated on the basis of the income tax act, 1961
2. Information about qualification and last employment are based on particulars furnished by the employees concerned.
3. Nature of employment of all employees is permanent.

T. V. Today Network Limited

Registered Office: F-26, First Floor, Connaught Circus, New Delhi 110001, Telephone Number: 0120-4807100

Fax Number: 0120-4325208, Website:www.aajtak.intoday.in, Email: puneet.jain@aajtak.com

CIN No. L92200DL1999PLC103001

ATTENDANCE SLIP

16th Annual General Meeting

Day, Date & Time: Thursday, August 20, 2015 at 3.00 pm

Venue of the meeting: The Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110 010

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No. of shares held	

*Applicable for investors holding shares in Electronic form.

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the 16th Annual General Meeting of the Company held on Thursday, August 20, 2015 at 3.00pm at The Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110 010.

Signature of Member / Proxy

Notes:

1. Electronic copy of the Annual Report for 2015 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2015 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email id is not registered or have requested for a hard copy.
3. Registration will start at 2:00 pm and close at 4:00 pm on the day of Annual General Meeting
4. Members are required to produce their duly signed Attendance slips
5. Members should produce their entry passes at the entrance of the Annual General Meeting hall for attending the same.
6. This Attendance Slip is valid only in case shares are held in the date of Annual General Meeting.

**Form No. MGT-11
Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L92200DL1999PLC103001

Name of the Company: T.V. TODAY NETWORK LIMITED

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

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the holder(s) of shares of the above named company, hereby appoint

1.	Name:		
	Address:		
	E-mail Id:		
	Signature:		or failing him
2.	Name:		
	Address:		
	E-mail Id:		
	Signature:		or failing him
2.	Name:		
	Address:		
	E-mail Id:		
	Signature:		

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company, to be held on Thursday, 20th day of August, 2015 At 3.00 pm at The Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated in the box below:

Sl. No.	Resolution	For	Against
Ordinary Business			
1.	Consider and Adopt: (a) Audited financial Statement, Reports of the Board of Directors and Auditors (b) Audited Consolidated financial Statement		
2.	Declaration of dividend on equity shares for the financial year 2014-15		
3.	Re-appointment of Mr. Devajyoti Bhattacharya, Director retiring by rotation.		
4.	Re-appointment of M/s Price Waterhouse, Chartered Accountants, as Statutory Auditors		
Special Business			
5.	Approval of the remuneration of the Cost Auditors		
6.	Ratification of re-Appointment of Ms. Koel Purie Rinchet as the Whole Time Director of the Company		
7.	Re-Appointment of Mr. Aroon Purie as the Chairman and Managing Director of the Company and approval for continuation of his term after attaining the age of 70 years		
8.	Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013		
9.	Increase in limit of foreign investment by Foreign Portfolio Investors (FPI)/Foreign Institutional Investors (FII)/Non Resident Indian (NRI) under Portfolio Investment Scheme.		

*Applicable for Investor holding shares in electronic form

Affix a. Re 1.revenue stamp

Signed this day of 2015.

Signature of shareholder

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.**
- A Proxy need not be a member of the Company.**
- No instruments of proxy shall be valid unless
 - In case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorized in writing.
 - In case of joint holder, it is signed by the shareholder first named in the register or his /her attorney, duly authorized in writing
 - In the case of a body corporate signed by its officer or an attorney duly authorized in writing.
- The proxy together with
 - the power of attorney or other authority (if any) under which it is signed or
 - a copy of the power or authority, certified by a Notary Public or a Magistrate, should be deposited at the registered office of the Company.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- **This is only optional. Please put a (√) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes
- In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.
- The Proxy should carry its Identity Proof.