



## T. V. Today Network Limited

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

Fax Number: 0120-4325028, Website: [www.aajtak.intoday.in](http://www.aajtak.intoday.in), Email: [investors@ajitak.com](mailto:investors@ajitak.com),

CIN No. L92200DL1999PLC103001

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 18<sup>th</sup> (Eighteenth) Annual General Meeting ('AGM' or 'the Meeting') of the members of T.V. Today Network Limited ("the Company") will be held on Thursday, August 31, 2017 at 03:00 p.m. (IST) at the Air Force Auditorium, Subroto Park, New Delhi – 110 010 to transact the following businesses:

#### ORDINARY BUSINESS(ES)

1. To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon and Consolidated audited financial statements of the Company for the financial year ended March 31, 2017.
2. To declare a final dividend of ₹ 2/- per Equity Share of ₹ 5/- each fully paid for the financial year 2016-17.
3. To appoint a Director in place of Mr. Devajyoti Bhattacharya (DIN:00868751) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company, to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, 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) and recommendations of the Board of Directors of the Company, M/s. S.R. Batliboi & Associates, LLP, Chartered Accountants (ICAI Registration No. 101049W/E300004), be and is hereby appointed as the Statutory Auditors of the Company for a term of five (5) years from the conclusion of this Annual General Meeting till the conclusion of the twenty third Annual General Meeting of the Company, subject to ratification (if required) of their appointment by the members at every Annual General Meeting till the twenty third Annual General Meeting at such remuneration as may be approved by the Board of Directors on the recommendation of the Audit Committee.”

#### SPECIAL BUSINESS

5. **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, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹ 1,20,000 (Rupees One Lakh Twenty Thousand only) (exclusive of applicable tax and out of pocket expenses) as approved by the Board on the recommendation of the Audit Committee, to be paid to M/s SKG & Co., Cost Accountants, (Registration no. 000418), Cost Auditor of the Company for the cost audit w.r.t. the financial year 2017-18, be and is hereby ratified, confirmed and approved.”

**Place: Noida**

**By order of the Board of Directors**

**Date: July 12, 2017**

**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 – 4807100

Email id: [investors@ajitak.com](mailto:investors@ajitak.com)

Website: [www.aajtak.intoday.in](http://www.aajtak.intoday.in)

#### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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 person or shareholder. 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 meeting. Proxies submitted on behalf of the Companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.

2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to deposit board resolution/letter of authority/power of attorney, together with the respective specimen signatures of those representative(s) authorized under the said document to attend and vote on their behalf at the meeting at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. 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.
4. Information regarding particulars of the Director seeking re-appointment in terms of Secretarial Standard 2, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting, are annexed hereto.
5. The notice of AGM is being sent to those members/beneficial owners whose name appear in the register of members/list of beneficiaries received from the depositories as on Friday, July 21, 2017.
6. Copy of the Annual Report, Notice of Eighteenth AGM and attendance slip are sent to the members through email who have registered their email addresses with the Company/ Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA).

Members are requested to update their preferred email address with the Company/DPs/RTA, which will be used for the purpose of future communications.

Member(s) whose email address is not registered with the Company are being sent physical copies of the Notice of Eighteenth AGM and Annual Report at their registered address through permitted mode.

Member(s) whose email address is registered with the

Company and who wish to receive printed copy of the Annual Report may send their request to the Company at Secretarial Department, India Today Group Mediaplex, FC-8, Sector -16A, Film City, Noida -201301 or to the RTA at F-65, Okhla Industrial Area, Phase-I, New Delhi-110020. The members may also send requests to the Company's investor email id: [investors@ajitak.com](mailto:investors@ajitak.com).

7. Members may also note that the notice of Eighteenth AGM and Annual Report 2016-17 will also be available on the Company's website ([www.ajitak.intoday.in](http://www.ajitak.intoday.in)) for their download.
8. The Register of Members and the Share Transfer books of the Company will remain closed from August 25, 2017 (Friday) to August 31, 2017 (Thursday) (both days inclusive) in accordance with the provisions of Section 91 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of AGM and determining the names of the members eligible for dividend on equity shares, as may be approved and declared by the members at the ensuing AGM.
9. The dividend on Equity Shares, if declared at the Meeting, will be paid within 30 days from the date of declaration to those members whose names appear in the Register of Members and those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners on close of the day on Thursday, August 24, 2017.
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or the RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Members holding shares in electronic form are, therefore, requested to intimate any change in bank mandate to their Depository Participant.

Members holding shares in physical form who are desirous of either registering or changing their bank particulars already registered against their folios for payment of dividend are requested to write to the RTA immediately.

11. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The

companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialised form and with the registrar and share transfer agent in respect of shares held in physical form.

12. Members who wish to claim Dividends, which remain unclaimed, are requested to contact Secretarial Department of the Company/Company's RTA.
13. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 (IEPF Rules), the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investors Education and Protection Fund (IEPF) established by the Central Government.

The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to dividend for financial year 2008-09 to IEPF. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on August 31, 2016 (date of the previous Annual General Meeting) on the website of the Company [www.aajtak.intoday.in](http://www.aajtak.intoday.in) and also on the website of the Ministry of Corporate Affairs.

The concerned members are requested to verify the details of their unclaimed amounts, if any, from the said websites and may claim unpaid and unclaimed dividend by writing to the Company's RTA before the same becoming due for transfer to the Investor Education and Protection Fund.

As per Section 124 of the Companies Act, 2013 read with IEPF Rules, shares on which dividend remain unpaid/unclaimed for seven consecutive years are required to be compulsorily transferred to IEPF. The Company has individually sent notices to such members whose shares are required to be transferred to the IEPF Authority. An advertisement to this effect was also published in leading English and vernacular newspapers on December 29, 2016. The Company has also uploaded the detail of such members and the shares due for transfer to IEPF on its website [www.aajtak.intoday.in](http://www.aajtak.intoday.in)

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account

Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company /RTA for registration of transfer of securities.

15. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement, including certificate from the Auditors of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.

A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting and ending with the conclusion of the said meeting, provided he has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.

16. Members may please note that no gift/gift coupons shall be distributed at the venue of the AGM.
17. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. Members having any question on financial statements or any agenda item proposed in the notice of AGM are requested to send their queries 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 or at E-mail Id: [investors@aajtak.com](mailto:investors@aajtak.com) to enable the Company to collect the relevant information and redress the queries.
19. Members/ Proxies 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 AGM, 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.

20. 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 of the Company.
21. 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.
22. 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.
23. 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 communications from the Company electronically.
24. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the e-voting facility to their members to exercise their right to vote on the resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
25. 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.
26. The members who have cast their vote by remote e-voting may also attend the AGM but can opt for only one mode of voting i.e. remote e-voting or physical voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical voting at the meeting will not be considered.
27. Once the vote on a resolution is cast by a member, the Member shall not be allowed to change it subsequently or cast the vote again.
28. The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
29. The Board of Directors of the Company has appointed Mr. Saket Sharma (C.P. 2565) Partner of M/s GSK & Associates, 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.
 

The Company has fixed Thursday, August 24, 2017 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. Thursday, August 24, 2017. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
30. The remote e-voting period begins on Monday, August 28, 2017 at 09:00 a.m. (IST) and ends on Wednesday, August 30, 2017 at 05:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 24, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 05:00 p.m. on August 30, 2017.
31. 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 24, 2017 may follow the same instructions for e-Voting.
32. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the 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 and shall within 2 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, who shall countersign the same and declare the result of the voting forthwith.
33. The results along with Scrutinizer's Report, will be placed on the Company's website [www.aajitak.intoday.in](http://www.aajitak.intoday.in) and the



website of CDSL immediately after the result is declared. The results shall simultaneously be communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

### **E-Voting Instructions**

#### **The instructions for e-voting services are as under:**

- (i) The remote e-voting period begins on Monday, August 28, 2017 at 09:00 a.m. (IST) and ends on Wednesday, August 30, 2017 at 05:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 24, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 05:00 p.m. on August 30, 2017.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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 (as printed on the label on the envelope) in the PAN field.</li> </ul>

	<b>For Members holding shares in Demat Form and Physical Form</b>
	<ul style="list-style-type: none"> <li>• 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If both 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 (iii).</p>

- (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 of TV TODAY NETWORK LIMITED 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 login 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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) 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](http://www.evotingindia.com), under help section or write

an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or can contact the following person

Name: Mr. Rakesh Dalvi  
 Designation: Deputy Manager  
 Address: 16<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001.  
 Email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)  
 Phone number: 18002005533

34. The shareholders needs to furnish the printed attendance slip along with a valid identity proof.

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

**ITEM NO. 5**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. SKG & Co., Cost Accountants, the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ended March 31, 2018.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, the Board commends the resolution at Item No. 5 for your approval as an Ordinary Resolution.

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

**Place: Noida** **By order of the Board of Directors**  
**Date: July 12, 2017** **For T.V. Today Network Limited**

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

Registered Office:  
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 Website: [www.aaajtak.intoday.in](http://www.aaajtak.intoday.in)

**Information of Directors to be re-appointed at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of Companies Act, 2013 read with Secretarial Standards 2**

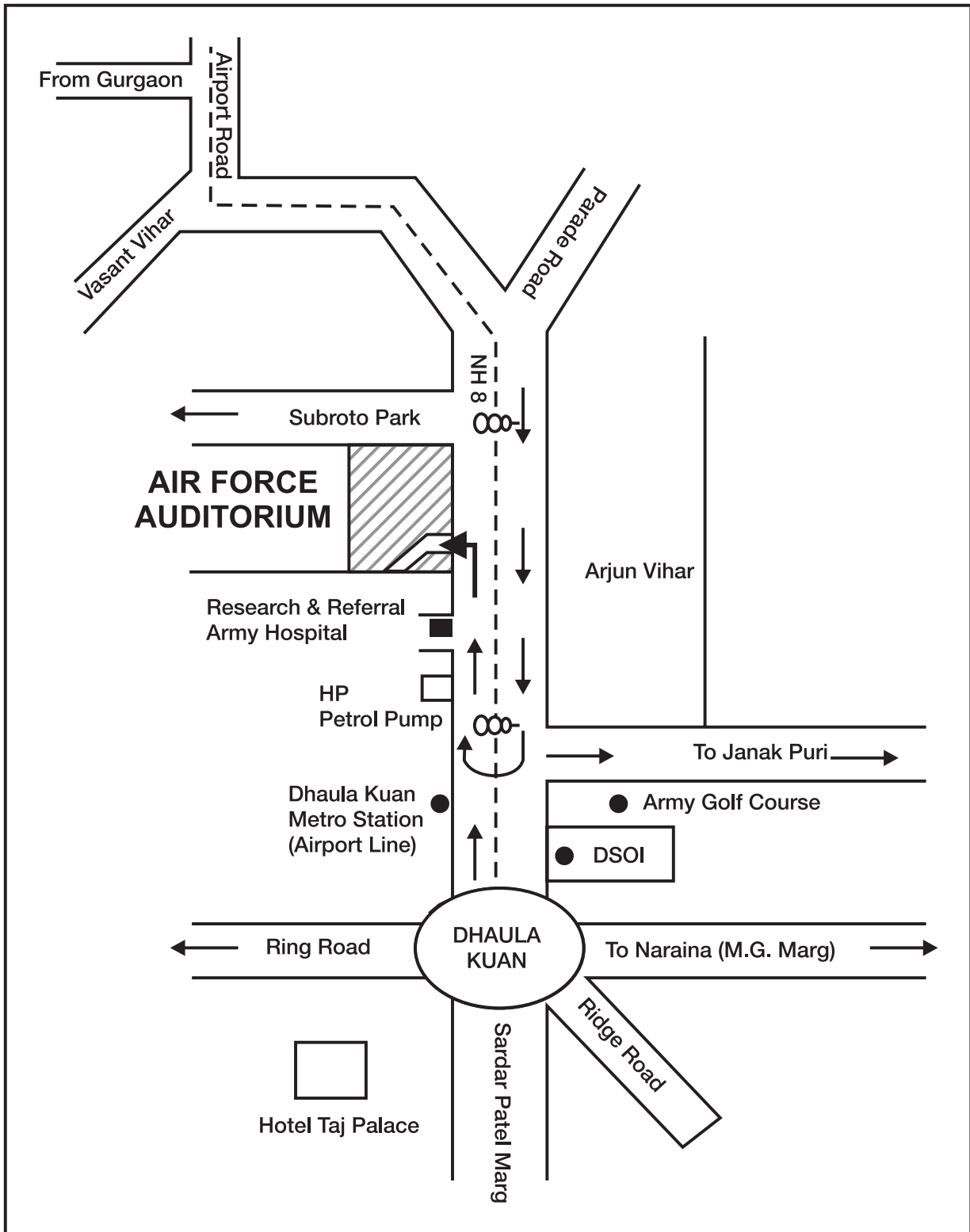
Name	Mr. Devajyoti Bhattacharya
Date of Birth	17/01/1958
Age	59 years
Qualifications	Bachelor of Technology in Mechanical Engineering, NIT, Rourkela PG in Industrial Engineering, NITIE, Mumbai.
Experience	36 years
Details of remuneration sought to be paid	Sitting fees for the Board or Committee meetings attended of the Company
Remuneration last drawn	₹ 60,000/- (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 India Today Online Private Limited Universal Learn Today Private Limited Aditya Birla Online Fashion Private Limited Aditya Birla Health Insurance Co. Limited Aditya Birla Solar Limited Aditya Birla Renewables Limited Aditya Birla Aerospace and Defence Private Limited
Membership/ Chairmanship of Committees in the Company	Holds membership in following committee of T.V. Today Network Limited: Nomination & Remuneration Committee
Membership/ Chairmanship of Committees in other Companies	Living Media India Limited: a) Audit Committee-Member b) Nomination and Remuneration Committee-Member
No. of Equity Shares held in the Company	NIL
No. of Board meetings attended during the year	3
Relationship with other directors, Manager, key managerial personnel of the Company	Not related to any of the Directors and Key Managerial Personnel of the Company.
Terms and conditions of appointment (if any)	Non-executive Director liable to retire by rotation

**Place: Noida**  
**Date: July 12, 2017**

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

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

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Phone:0120 – 4807100  
Email id: [investors@aahtak.com](mailto:investors@aahtak.com)  
Website: [www.aahtak.intoday.in](http://www.aahtak.intoday.in)



Venue: Air Force Auditorium, Subroto Park, New Delhi – 110 010

Landmark: Adjacent to Research & Referral, Army Hospital



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CIN No. L92200DL1999PLC103001

### ATTENDANCE SLIP

#### 18<sup>th</sup> Annual General Meeting

**Day, Date & Time:** Thursday, August 31, 2017 at 03:00 p.m.

**Venue of the meeting:** The Air Force Auditorium, Subroto Park, 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	

I/We being the Registered Shareholders/Proxy for the Registered Shareholder of the Company hereby record my/our presence at the Eighteenth Annual General Meeting of the Company to be held on Thursday, August 31, 2017 at 3:00 p.m.(IST) at Air Force Auditorium, Subroto Park, New Delhi -110 010.

**Signature of the shareholder/proxy/representative\***

#### Notes:

Please fill this attendance slip and hand it over at the entrance of the hall.

*Strike out whichever is not applicable*





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 member(s) of ..... shares of the above named company, hereby appoint

- Name : .....  
Address : .....  
E-mail Id : ..... Signature : ..... or failing him/her
- Name : .....  
Address : .....  
E-mail Id : ..... Signature : ..... or failing him/her
- 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 18<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, August 31, 2017 at 03:00 p.m. at Air Force Auditorium, Subroto Park, New Delhi – 110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

(\* Optional)

Sl. No.	Resolution	For	Against
<b>Ordinary Business(es)</b>			
1.	Consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon and Consolidated audited financial statements of the Company for the financial year ended March 31, 2017.		
2.	Declaration of dividend on equity shares for the financial year 2016-17		
3.	Re-appointment of Mr. Devajyoti Bhattacharya (DIN:00868751), Director retiring by rotation.		
4.	Appointment of M/s S.R. Batliboi & Associates, LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.		
<b>Special Business</b>			
5.	Ratification of the remuneration of the Cost Auditors		

Affix a ₹ 1 revenue stamp

Signed this ..... day of ..... 2017

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

**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.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 18th Annual General Meeting.
- \*It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.