

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L92200DL1999PLC103001

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCT0424B

(ii) (a) Name of the company

T.V. TODAY NETWORK LIMITED

(b) Registered office address

F-26, FIRST FLOOR
CONNAUGHT CIRCUS
NEW DELHI
Delhi
110001
India

(c) * e-mail ID of the company

ashish.sabharwal@intoday.com

(d) * Telephone number with STD code

01204807100

(e) Website

www.aajtak.intoday.in

(iii) Date of Incorporation

28/12/1999

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) * Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

12/09/2019

(b) Due date of AGM

30/09/2019

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J4	Broadcasting and programming activities	86.05
2	J	Information and communication	J8	Other information & communication service activities	10.67

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	LIVING MEDIA INDIA LIMITED	U92132DL1962PLC003714	Holding	56.91

2	T.V. TODAY NETWORK (BUSINE	U74899DL2005PLC142634	Subsidiary	100
3	MAIL TODAY NEWSPAPERS PR	U22210DL2007PTC163174	Subsidiary	100
4	INDIA TODAY ONLINE PRIVATE	U99999DL2000PTC107733	Subsidiary	100
5	VIBGYOR BROADCASTING PRIV	U74140DL2015PTC277828	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	68,000,000	59,661,115	59,661,115	59,661,115
Total amount of equity shares (in Rupees)	340,000,000	298,305,575	298,305,575	298,305,575

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	68,000,000	59,661,115	59,661,115	59,661,115
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	340,000,000	298,305,575	298,305,575	298,305,575

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	300,000	0	0	0
Total amount of preference shares (in rupees)	30,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	300,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	30,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	59,653,615	298,268,075	298,268,075	
Increase during the year	7,500	37,500	37,500	548,625
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	7,500	37,500	37,500	548,625
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	59,661,115	298,305,575	298,305,575	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

7,102,515,564

(ii) Net worth of the Company

8,272,592,904

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	357,672	0.6	0	
	(ii) Non-resident Indian (NRI)	1,315	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	33,955,999	56.91	0	
10.	Others	0	0	0	
	Total	34,314,986	57.51	0	0

Total number of shareholders (promoters)

4

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,490,640	10.88	0	
	(ii) Non-resident Indian (NRI)	586,709	0.98	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	11,067	0.02	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	14,977	0.03	0	
4.	Banks	4,820	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	6,963,399	11.67	0	
7.	Mutual funds	9,136,990	15.31	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,119,446	3.55	0	
10.	Others Trust and NBFC	18,081	0.03	0	
	Total	25,346,129	42.48	0	0

Total number of shareholders (other than promoters)

21,402

**Total number of shareholders (Promoters+Public/
Other than promoters)**

21,406

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
LOS ANGELES CITY EM	CITIBANK N.A. CUSTODY SERVICES			2,473	0
EMERGING MARKETS C	CITIBANK N.A. CUSTODY SERVICES			297,942	0.5
EMERGING MARKETS S	CITIBANK N.A. CUSTODY SERVICES			13,322	0.02
OLD WESTBURY SMAL	CITIBANK N.A. CUSTODY SERVICES			5,542	0.01
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			3,682	0.01
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			29,230	0.05
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			8,459	0.01
WORLD EX U.S. CORE	CITIBANK N.A. CUSTODY SERVICES			13,324	0.02

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
JOHN HANCOCK FUN	CITIBANK N.A. CUSTODY SERVICES			7,739	0.01
SEGALL BRYANT & HA	CITIBANK N.A. CUSTODY SERVICES			5,756	0.01
MORGAN STANLEY FR	CITIBANK N.A. CUSTODY SERVICES			673	0
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			1,757	0
WISDOMTREE INDIA I	HSBC SECURITIES SERVICES 11TH			61,579	0.1
WISDOMTREE ISSUER	HSBC SECURITIES SERVICES 11TH			360	0
ALASKA PERMANENT	DEUTSCHE BANK AG DB HOUSE, H			1,846	0
CITY OF NEW YORK GR	DEUTSCHE BANK AG DB HOUSE, H			6,921	0.01
JYSKE INVEST INDIAN	DEUTSCHE BANK AG DB HOUSE, H			9,326	0.01
JYSKE INVEST INDISKE	DEUTSCHE BANK AG DB HOUSE, H			64,250	0.11
MV SCIF MAURITIUS	DEUTSCHE BANK AG DB HOUSE, H			102,676	0.17
STANDARD LIFE INVE\$	DEUTSCHE BANK AG DB HOUSE, H			161,890	0.27
GMO IMPLEMENTATIO	DEUTSCHE BANK AG DB HOUSE, H			45,968	0.08
VIRGINIA TECH FOUND	DEUTSCHE BANK AG DB HOUSE, H			630,000	1.06
DIMENSIONAL FUNDS	DEUTSCHE BANK AG DB HOUSE, H			2,904	0
STEINBERG INDIA EME	Standard Chartered Bank, CRESC			3,320,000	5.56
PREMIER INVESTMENT	C/O KOTAK MAHINDRA BANK LIM			325,000	0.54

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	21,538	21,402
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	0.6	0
B. Non-Promoter	0	4	0	4	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	4	0.6	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Aroon Purie	00002794	Whole-time director	357,672	
Kalli Purie Bhandal	00105318	Managing Director	0	
Rajeev Gupta	00241501	Director	0	
Devajyoti Nirmalkumar B	00868751	Director	0	
Anil Vig	00022816	Director	0	
Ashok Kapur	00003577	Director	0	
Dinesh Bhatia	AAJPB8788K	CFO	0	
Ashish Sabharwal	AGIPS4435R	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
VIVEK KHANNA	AAAPK3001F	CEO	27/08/2018	Appointment
VIVEK KHANNA	AAAPK3001F	CEO	14/02/2019	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	10/09/2018	22,409	1,113	56.92
NCLT-Court Convened Meeting	08/09/2018	22,409	619	57.45
NCLT-Court Convened Meeting	08/09/2018	2	2	0
NCLT- Court Convened Meeting	08/09/2018	719	27	0

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/05/2018	6	4	66.67
2	09/08/2018	6	6	100
3	02/11/2018	6	4	66.67
4	08/02/2019	6	4	66.67

C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	22/05/2018	3	2	66.67
2	Audit Committee	09/08/2018	3	3	100
3	Audit Committee	02/11/2018	3	2	66.67
4	Audit Committee	08/02/2019	3	2	66.67
5	Nomination and Remuneration	22/05/2018	3	3	100
6	Nomination and Remuneration	02/11/2018	3	2	66.67
7	Nomination and Remuneration	29/01/2019	3	2	66.67
8	Stakeholders' Meeting	24/04/2018	3	3	100
9	Stakeholders' Meeting	19/07/2018	3	3	100
10	Stakeholders' Meeting	11/09/2018	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	12/09/2019
								(Y/N/NA)
1	Aroon Purie	4	4	100	3	3	100	Yes
2	Kalli Purie Bha	4	3	75	11	9	81.82	Yes
3	Rajeev Gupta	4	2	50	4	2	50	No
4	Devajyoti Nirm	4	2	50	3	1	33.33	No
5	Anil Vig	4	4	100	15	15	100	Yes
6	Ashok Kapur	4	3	75	18	15	83.33	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Aroon Purie	Chairman and W	39,600	106,667,508	0	0	106,707,108
2	Ms. Kalli Purie Bhar	Managing Direct	42,227,600	21,333,492	0	0	63,561,092
	Total		42,267,200	128,001,000	0	0	170,268,200

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vivek Khanna	CEO	11,202,975	0	0	0	11,202,975
2	Ashish Sabharwal	CS	4,492,667	0	0	0	4,492,667
3	Dinesh Bhatia	CFO	30,017,923	0	0	0	30,017,923
	Total		45,713,565	0	0	0	45,713,565

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ashok Kapur	Independent Dir	0	0	0	180,000	180,000
2	Anil Vig	Independent Dir	0	0	0	200,000	200,000
3	Rajeev Gupta	Independent Dir	0	0	0	50,000	50,000
4	Devajyoti Nirmalkum	Non-Executive D	0	0	0	0	0
	Total		0	0	0	430,000	430,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

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(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

NITESH LATWAL

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

16276

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

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dated

26/05/2017

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

00105318

To be digitally signed by

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

4991

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Details of Transfer1.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company