



T.V. TODAY NETWORK LIMITED

India Today Group Mediaplex
FC 8, Sector 16 A, Film City, Noida – 201301
Tel: +91 120 4908600 Fax: +91 120 4325028
Website: www.aajtak.in
CIN No : L92200DL1999PLC103001



Date: March 07, 2023

Corporate Relations Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051
Scrip Code – 532515	Scrip Code - TVTODAY

Dear Sir / Madam,

Sub: Notice of Postal Ballot through Electronic Voting.

Further to our letter dated February 03, 2023, we enclose, in terms of Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a copy of the Postal Ballot Notice dated 02nd March 2023 together with the Explanatory Statement thereto, seeking approval of the members on following items of special business as set out in the said notice:

SI No.	Particulars	Type of Resolution
1	Re-appointment of Mr. Aroon Purie (DIN: 00002794) as Chairman & Whole-time Director of the Company.	Special
2	Approval for payment of remuneration to Mr. Aroon Purie (DIN: 00002794) as Chairman & Whole-time Director of the Company.	Special
3	Re-appointment of Ms. Kalli Purie Bhandal (DIN : 00105318) as Vice Chairperson & Managing Director of the Company.	Ordinary
4	Approval for payment of remuneration to Ms. Kalli Purie Bhandal (DIN: 00105318) as Vice Chairperson & Managing Director of the Company.	Special

The schedule of Postal Ballot is as set out hereunder:

Particulars	Date(s)
Cut-off date for ascertaining Shareholders who are eligible to receive Postal Ballot notice & to participate in the remote e-voting	March 03, 2023 (Friday)
Remote E-voting period	March 11, 2023 (Saturday) 09:00 A.M. to April 09, 2023 (Sunday) 05:00 P.M.



We request you to kindly take the above on record.

Thanking you.

Yours faithfully,

For T.V. Today Network Limited



(Ashish Sabharwal)

Group Head – Secretarial & Company Secretary & Compliance Officer

Email ID: ashish.sabharwal@intoday.com

CC :

- 1. National Securities Depository Limited**
- 2. Central Depository Services Limited**
- 3. MCS Share Transfer Agent Limited**



T. V. Today Network Limited

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

Website: www.aajtak.in, Email: investors@aajtak.com,

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

CIN: L92200DL1999PLC103001

POSTAL BALLOT NOTICE

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

To,

The Members of T.V. Today Network Limited,

NOTICE is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”) for holding general meetings / conducting postal ballot through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 (the “**Relevant Circulars**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), Secretarial Standard – 2 (the “**Secretarial Standards**”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, the resolutions appended below are proposed to be passed by the Members of T.V. Today Network Limited (the “**Company**”), by way of postal ballot through remote voting by electronic means only.

SPECIAL BUSINESSES:

1. Re-appointment of Mr. Aroon Purie (DIN: 00002794) as Chairman & Whole-time Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read

with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association and subject to Government/ other regulatory approvals as may be required from time to time and upon recommendations of Nomination and Remuneration Committee, Audit Committee and Board of Directors, consent of the members be and is hereby accorded for the re-appointment of Mr. Aroon Purie (DIN: 00002794) aged 78 years, as the Chairman and Whole-time Director of the Company, not liable to retire by rotation, for a period of 5 (Five) years with effect from April 1, 2023 to March 31, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company (the “Board” which term shall be deemed to include its committees also) or any officer(s) so authorised by the Board, be and are hereby authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the aforesaid resolution.”

2. Approval for payment of remuneration to Mr. Aroon Purie (DIN: 00002794) as Chairman & Whole-time Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for payment of remuneration to Mr. Aroon Purie, Chairman & Whole-time Director of the Company for a period of 5 (Five) years from April 1, 2023 to March 31, 2028 on the terms and conditions as approved

and recommended by the Nomination and Remuneration Committee, Audit Committee and Board of Directors and mentioned below:

- (i) Salary – NIL
- (ii) Commission including perquisites @ 5% of the net profits of the Company computed in the manner laid down under Section 198 of the Companies Act, 2013.
- (iii) 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 the Board of Directors of the Company (the “Board” which term shall be deemed to include its committees also) or any officer(s) so authorised by the Board, be and are hereby authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the aforesaid resolution.”

3. Re-appointment of Ms. Kalli Purie Bhandal (DIN: 00105318) as Vice Chairperson & Managing 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, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association and subject to Government/ other regulatory approvals as may be required from time to time and upon recommendations of Nomination and Remuneration Committee, Audit Committee and Board of Directors, consent of the members be and is hereby accorded for the re-appointment of Ms. Kalli Purie Bhandal (DIN: 00105318) as the Vice Chairperson & Managing Director of the Company, for a period of 5 (Five) years with effect from April 1, 2023 to March 31, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company (the “Board” which term shall be deemed to include its committees also) or any officer(s) so authorised by the Board, be and are hereby authorised to do all acts, deeds, matters

and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the aforesaid resolution.”

4. Approval for payment of remuneration to Ms. Kalli Purie Bhandal (DIN: 00105318) as Vice Chairperson & Managing Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made thereunder, as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for payment of remuneration to Ms. Kalli Purie Bhandal, as a Vice-Chairperson & Managing Director of the Company for a period of 3 (Three) years from April 1, 2023 to March 31, 2026 on the terms and conditions as approved and recommended by the Nomination and Remuneration Committee, Audit Committee and Board of Directors and mentioned below:

Fixed Pay (inclusive of salary, allowances and retirement benefits) payable on monthly basis: ₹ 5,00,00,000/- per annum. Increments in subsequent years shall be such as may be determined by the Nomination & Remuneration Committee and Board of Directors of the Company from time to time, provided that annual increment shall not exceed 10% per annum of the fixed pay of preceding financial year.

Commission to be paid annually after the end of financial year: Upto 2.25% of the net profits of the Company computed in the manner laid down under Section 198 of the Companies Act, 2013.

Perquisites:

In addition to the salary, Ms. Kalli Purie Bhandal is entitled to the following perquisites:

(i) Personal Accident Insurance

Group Accidental Insurance Policy maximum upto ₹ 30,00,000/-.

(ii) Life Insurance

Family floater mediclaim Insurance cover maximum upto ₹ 3,00,000/-.

(iii) Medical Reimbursements

For self and family at actuals, subject to production of bills.

(iv) Company maintained car and reimbursement of driver's salary

Entitled to use of a company maintained car with reimbursement of driver's salary, as per the rule of the company, in connection with business of the Company.

(v) Telephone and Mobile

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

(vi) Leave

Entitled for leave as per the rules of the Company and accumulation of leave will also be as per the rules of the Company.

(vii) Provident fund, superannuation and gratuity

Entitled to Provident Fund, Superannuation and Gratuity as per rules of the Company.

Other terms and conditions:

- (i) Entitled to get reimbursements of entertainment, travelling and other expenses incurred in connection of business of the Company, as per rules of the Company.
- (ii) The management shall be entitled to fix and inter change the remuneration from one head to another as it may consider appropriate within the overall limits.
- (iii) The Company will not pay any fee for attending the meetings of the board of Directors or any committee thereof, so long as she being Managing Director of the Company.
- (iv) The perquisites shall be evaluated as per Income Tax Rules, 1962. In the absence of any such rules, perquisite shall be evaluated at actuals.

RESOLVED FURTHER THAT Board of Directors of the Company (the "Board of Directors" which term shall be deemed to include its committees also) or any officer(s) so authorised by the Board, be and are hereby authorized to alter, revise and vary the aforesaid remuneration payable from time to time within the limits as per the provisions of the Act, rules thereto and Schedule V of the Act, or any amendment thereto or any re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company or any officer(s) so authorised by it, be and are hereby authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution."

Place: Noida By order of the Board of Directors
Date: March 02, 2023 For T.V. Today Network Limited

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

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

Notes:

1. The relevant explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts and reasons is annexed herewith.
2. As per Section 108, 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, cut-off date for the purpose of reckoning the voting rights and sending the Notice is March 03, 2023 ("**Cut-off date**"). A person who is not a member as on the Cut-off date should treat the Notice for information purpose only.
3. The MCA vide its Relevant Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.

Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA). Members may note that the Postal Ballot Notice will also

be available on the Company's website at <https://aajtak.in/investor/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com> and also on the website of our RTA at <https://www.mcsregistrars.com/>

4. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged National Securities Depository Limited ("NSDL") to provide e-voting facility for its Members. The procedure for e-voting is given below. The e-Voting facility is available at the link at www.evoting.nsdl.com from 9.00 a.m. (IST) on March 11, 2023 up to 5.00 p.m. (IST) on April 09, 2023. The e-Voting module will be blocked by NSDL at 5.00 p.m. on April 09, 2023 and voting shall not be allowed beyond the said date and time.

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

5. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date.
6. The Board has, pursuant to Rule 22(5) of the Rules, appointed Mr. Nitesh Latwal (C.P 16276), Practicing Company Secretary and in his absence, Mr. Ankit Singhi (C.P 16274) Practicing Company Secretary and Partners of M/s PI & Associates, New Delhi as the Scrutinizer for conducting the voting process through Postal Ballot e-Voting in accordance with the law and in a fair and transparent manner.
7. Upon completion of scrutiny of the e-voting, the Scrutinizer shall submit his report within two working days from the end of the remote e-voting period, to the Chairman or any other person authorised by him. The results of the Postal Ballot will be announced by the Chairman or the authorised person at the corporate office of the Company within two working days from the closure of the voting period.
8. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at <https://aajtak.in/investor/> and the website of NSDL immediately after the result is declared.

The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed.

9. The resolution, if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot (i.e. remote e-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. April 09, 2023.
10. All documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. April 09, 2023.
11. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice upto the closure of the voting period. Members seeking to inspect such documents can send an email to investors@aajtak.com

INSTRUCTIONS FOR REMOTE E-VOTING

The manner and process of remote e-Voting is as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.



Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nitesh@indiacp.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@ajitak.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@ajitak.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 1 & 2

Mr. Aroon Purie was appointed by the Members of the Company at their Annual General Meeting held on September 10, 2018 as Chairman & Whole-time Director of the Company for 5 (Five) years from April 01, 2018 to March 31, 2023.

Mr. Aroon Purie has been instrumental in changing the face of journalism in India. He has consistently demonstrated his exemplary leadership and is regarded as one of India's highly respected business leaders. Considering the significant contributions made by Mr. Aroon Purie, the Board of Directors in their meeting held on February 03, 2023, on the recommendation of the Nomination and Remuneration Committee (NRC) and Audit Committee and subject to the approval of members, had approved the re-appointment of Mr. Aroon Purie (DIN: 00002794) as the Chairman & Whole-time Director for a term of 5 years from April 01, 2023 to March 31, 2028.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Further, in terms of Regulation 17(6)(e) of Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, should be subject to the approval of the members by special resolution in general meeting, if the aggregate annual remuneration to such director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher and in aggregate with other such directors (where there is more than one such director) exceeds 5% of the net profits of the Company. It is expected that the aggregate remuneration payable to Mr. Aroon Purie and Ms. Kalli Purie Bhandal, will breach the said limit.

Mr. Aroon Purie has attained the age of 78 years on December 29, 2022. The Board of Directors feels that the age of Mr. Aroon Purie is no barrier to his leadership skills and continued contribution to the overall growth of the Company. Accordingly, the Board recommends, the passing of resolution under item no. 1 for approval of the shareholders as a Special Resolution. Since, this re-appointment is for a period of 5 years i.e upto March 31, 2028, the shareholders may approve the same upto the said tenure.

The details of Mr. Aroon Purie, as required to be given pursuant to the Listing Regulations and Secretarial Standards, are attached to the Notice.

Mr. Aroon Purie satisfies all the conditions as set out in Part-I of Schedule V and Section 196(3) of the Act for being eligible for re-appointment. He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

The remuneration details and terms and conditions are set out in the resolution no. 2 of the Postal Ballot Notice may be treated as an abstract of the terms of appointment pursuant to Section 190 and 196 of the Act.

All documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. April 09, 2023.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Aroon Purie himself and his relatives including Ms. Kalli Purie Bhandal, his daughter, is in any way concerned or interested, financial or otherwise, in the said resolutions.

Accordingly, the Board recommends the resolutions, as set out in item no. 1 & 2 to this Notice to be approved by the shareholders, by way of special resolution respectively.

Item No. 3 & 4

Ms. Kalli Purie Bhandal was appointed by the Members of the Company at their Annual General Meeting held on September 10, 2018 as Vice-Chairperson & Managing Director of the Company for 5 (Five) years from April 01, 2018 to March 31, 2023 on the terms and conditions including payment of remuneration as mentioned therein.

Ms. Kalli Purie Bhandal has been working with the India Today Group for more than 25 years and has successfully held several important positions. As a Managing Director, she has been instrumental in the growth of the Company and has taken various strategic and operational initiatives in both Television & Digital. Considering her credentials, caliber, experience and capabilities of supervising the business of the Company and complexities of responsibilities handled by her,



the Board of Directors in their meeting held on February 03, 2023, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to the approval of members, had approved the re-appointment of Ms. Kalli Purie Bhandal (DIN: 00105318) as Vice Chairperson & Managing Director of the Company for a period of 5 (five) years with effect from April 1, 2023, to March 31, 2028 on the terms & conditions including remuneration payable.

The Board of Directors firmly believes that Ms. Kalli Purie Bhandal will bring immense value to the business on account of professional competence and diversified experience, accordingly the approval of members is being sought by way of Postal Ballot for re-appointment, terms of said re-appointment and remuneration to be paid to Ms. Kalli Purie Bhandal as Vice-Chairperson and Managing Director of the Company.

Ms. Kalli Purie Bhandal, will be re-appointed as Vice-Chairperson and Managing Director of the Company liable to retire by rotation. Ms. Kalli Purie Bhandal shall continue to hold her office of Vice-Chairperson and Managing Director and her re-appointment as Director retiring by rotation shall not be deemed to constitute a break in her office of Vice -Chairperson and Managing Director.

Ms. Kalli Purie Bhandal satisfies all the conditions as set out in Part-I of Schedule V and Section 196(3) of the Act for being eligible for re-appointment. She is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

In terms of Regulation 17(6)(e) of Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, should be subject to the approval of the members by special resolution in general meeting, if the aggregate annual remuneration to such director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher and in aggregate with other such directors (where there is more than one such director) exceeds 5% of the net profits of the Company. It is expected that the aggregate remuneration payable to Mr. Aroon Purie and Ms. Kalli Purie Bhandal, will breach the said limit.

During her current tenure as Vice Chairperson & Managing Director, Ms. Kalli Purie Bhandal was also entitled to Ex-gratia/Performance Incentive/Bonus in addition to the Salary & Commission. However, the Board of Directors has decided to limit the performance linked incentive only in form of commission w.e.f from April 1, 2023. Accordingly, the approval of the shareholders is being sought for the remuneration mentioned in the resolutions.

The remuneration details and terms and conditions are set out in the resolution no. 4 of the Postal Ballot may be treated as an abstract of the terms of appointment pursuant to Section 190 and 196 of the Companies Act, 2013. The details of Ms. Kalli Purie Bhandal, as required to be given pursuant to the Listing Regulations and Secretarial Standards, are also attached to the Notice.

All documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. April 09, 2023.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Ms. Kalli Purie Bhandal herself and her relatives including Mr. Aroon Purie, her father, is in any way concerned or interested, financial or otherwise, in the said resolutions.

Accordingly, the Board recommends Ordinary Resolution set out at item no. 3 and Special resolution set out at item no. 4 of this Postal Ballot, for approval of the members.

Place: Noida **By order of the Board of Directors**
Date: March 02, 2023 **For T.V. Today Network Limited**

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

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

Information of Directors 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 Standard-2

DIN	00002794	00105318
Name	Mr. Aroon Purie	Ms. Kalli Purie Bhandal
Date of Birth	29/12/1944	29/12/1972
Age	78 years	49 years
Qualifications	<ul style="list-style-type: none"> - Graduate from the London School of Economics. - Qualified Chartered Accountant from the UK - Fellow member of the Institute of Chartered Accountants (England & Wales) - Fellow member of Institute of Company Secretaries of India. 	<ul style="list-style-type: none"> - Owner / President Management Program from Harvard Business School - BA Honors degree in Politics, Philosophy and Economics from Oxford University. - Certificate in Internet Publishing from University of British Columbia
Experience	54 years	29 years
Details of remuneration sought to be paid	As per the resolution.	As per the resolution.
Remuneration last drawn	₹ 12,29,81,677 (Paid during the FY 2021-22)	₹ 11,11,88,843 (Paid during FY 2021-22)
Nationality	Indian	Indian
Expertise in specific functional area	Expert in Media and Journalism	Expert in Media and Journalism
Date of first appointment on the Board of the Company	21/08/2000	08/02/2016
Name(s) of the other Companies in which Directorship held	<ul style="list-style-type: none"> (i) Thomson Press (India) Limited (ii) SKH Metals Limited (iii) Indian Broadcasting & Digital Foundation u/s 25 public company 	<ul style="list-style-type: none"> (i) News Broadcasters & Digital Association (ii) Living Media India Limited (iii) Digital News Publishers Association (iv) Broadcast Audience Research Council
Membership/ Chairmanship of Committees in the Company	<ul style="list-style-type: none"> (i) Corporate Social Responsibility Committee – Chairman (ii) Risk Management Committee – Chairman 	<ul style="list-style-type: none"> (i) Corporate Social Responsibility Committee – Member (ii) Stakeholder's Relationship Committee – Member (iii) Risk Management Committee – Member (iv) ESG Committee - Member



Membership/ Chairmanship of Committees in other Companies	SKH Metals Limited : a) Audit Committee – Member b) Corporate Social Responsibility Committee - Member Thomson Press (India) Limited: a) Corporate Social Responsibility Committee - Chairman b) Nomination and Remuneration Committee - Member	N.A.
No. of Equity Shares held in the Company directly or on a beneficial basis for any other persons	9,21,782	NIL
No. of Board meetings attended during the year	4 (Four) out of 4 (Four)	4 (Four) out of 4 (Four)
Relationship with other directors, Manager, key managerial personnel of the Company	Ms. Kalli Purie Bhandal (Daughter).	Mr. Aroon Purie (Father)
Terms and conditions of appointment (if any)	Terms and conditions of re-appointment are as per the resolution and the explanatory statement.	Terms and conditions of re-appointment are as per the resolution and the explanatory statement.
Listed entities from which the person has resigned in the past three years	N.A.	N.A.