

**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.aahtak.in  
CIN No : L92200DL1999PLC103001



Date: February 24, 2025

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

**Sub: Notice of Postal Ballot through Remote E-voting.**

Further to our letter dated February 11, 2025, 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 February 21, 2025 together with the Explanatory Statement thereto, seeking approval of the members on following item, by passing Special Resolution, as set out in the said notice:

- **Appointment of Ms. Hema Singh Rance (DIN: 06403266) as Non - Executive Independent Director of the Company.**

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 electronically & to participate in the remote e-voting.	February 21, 2025 (Friday)
Remote E-voting period	February 25, 2025 (Tuesday) 09:00 A.M. to March 26, 2025 (Wednesday) 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: [investors@aahtak.com](mailto:investors@aahtak.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 110 of the Companies Act, 2013, read with Rule 20 and 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 Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and 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, the Securities and Exchange Board of India (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, rules and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, the Special Resolution as stated in this Notice is proposed for the approval of the Members of T.V. Today Network Limited (the “Company”), through postal ballot by way of remote voting by electronic means (“remote e-voting”) only.

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. 09/2024 dated September 19, 2024, read with 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, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 (collectively referred to as ‘MCA Circulars’), this Postal Ballot Notice is being sent by email only, to the members whose e-mail addresses are registered with the Depository Participants (‘DP’)/ Depository/ Registrar & Share Transfer Agent of the

Company. Further, the assent/ dissent of the members on the resolution proposed in this Notice will be considered only through the remote e-voting system.

#### **SPECIAL BUSINESS:**

#### **1. Appointment of Ms. Hema Singh Rance (DIN: 06403266) as Non - Executive Independent Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company (“the Board”), Ms. Hema Singh Rance (DIN: 06403266), who is eligible for appointment as Non-Executive Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from the date of receipt of approval from the Ministry of Information and Broadcasting (MIB), Government of India or the date of approval of Shareholders, whichever is later.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such



acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to the above resolution.”

**Place: Noida**                      **By order of the Board of Directors**  
**Date: February 21, 2025**    **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](mailto:investors@aahtak.com)  
Website: [www.aahtak.in](http://www.aahtak.in)

**Notes:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with the relevant rules made thereunder and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons, in respect of the proposed resolution, is annexed herewith.
2. The MCA vide its Relevant Circulars, has permitted Companies to conduct the Postal Ballot by sending the Notice in electronic form only. **Accordingly, this 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).** The Communication of the assent or dissent of the members would take place through the process of remote e-voting.  
  
Members may note that the Postal Ballot Notice will also be available on the Company’s website at <https://aahtak.in/investor/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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/>.
3. The cut-off date for the purpose of reckoning the voting rights and sending the Notice is February 21, 2025 (“Cut-off date”). Only those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners

maintained by the depositories as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their email ID with the Company or DPs) shall be entitled to vote by way of remote e-voting in accordance with the process laid down in this Notice. A person who is not a member/ beneficial owner as on the Cut-off date, should treat this Notice for information purpose only.

4. As per the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, members are provided the facility to cast their vote on resolution set forth in this Postal Ballot Notice (‘Notice’), through remote e-voting.

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](http://www.evoting.nsdl.com) **from 9.00 a.m. on February 25, 2025 till 5.00 p.m. (IST) on March 26, 2025.** The e-voting module will be blocked by NSDL at 5.00 p.m. (IST) on **March 26, 2025** and voting shall not be allowed beyond the said date and time.

**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. 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. Those members who have not yet registered their email addresses and consequently, have not received the Notice, are requested to get their email addresses and mobile numbers registered by following the guidelines mentioned below:
  - (i) Members holding shares in physical mode are hereby notified that pursuant to SEBI’s General Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/ CIR/2023/37 dated March 16, 2023, all holders of physical shares can update/ register their contact details including the details of e-mail addresses by submitting the requisite Form ISR-1 alongwith the necessary attachments

/ documents as stated in the form itself with Company's Registrar and Share Transfer Agents (RTA) i.e. M/s MCS Share Transfer Agent Limited.

Further, Form ISR-1 can be downloaded at <https://specials.intoday.in/aahtaknew/pdf/Form-ISR-1.pdf>.

- (ii) Members holding shares in dematerialized form are requested to register/ update their e-mail addresses with their respective DPs.

In case of queries with respect to the aforesaid process, members are requested to write to [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com) or call at the 011-4140 6149, 4140 6150, 4140 6151.

6. Members may note that pursuant to SEBI circulars bearing reference nos. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023, SEBI/HO/MIRSD/POD 1/P/CIR/2023/181 dated November 17, 2023 read with Master Circulars bearing reference nos. SEBI/HO/MIRSD/POD1/P/CIR/2024/37 dated May 07, 2024 and SEBI/HO/MIRSD/POD 1/P/CIR/2024/81 dated June 10, 2024, shareholders are requested to provide or update (as the case may be) their KYC and bank details with RTA in respect of shares held in physical form. In case of any query, members may write to Company's RTA at [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com).
7. The Board of Directors has appointed Mr. Nitesh Latwal (C.P 16276), Practicing Company Secretary, and in his absence, Mr. Ankit Singhi (C.P 16274) Practicing Company Secretary and Partner of M/s PI & Associates, New Delhi as the Scrutinizer for conducting the voting process through remote e-voting in accordance with the law and in a fair and transparent manner.
8. Upon completion of scrutiny of e-voting, the Scrutinizer shall submit his report within two working days after the end of remote e-voting period, to the Chairman or any other person authorised by him. The results of the Postal Ballot will be announced by the Chairman or the authorised person within two working days from the closure of the voting period.
9. 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://aahtak.in/investor/> and the website of NSDL at the earliest after the result is declared.

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

10. The resolution, if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf on the last date specified by the Company for remote e-voting, i.e. **March 26, 2025**.
11. 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) to 1:00 P.M. (IST). Such documents will also be available electronically for inspection, without any fee, by the members from the date of circulation of the Notice upto the closure of the voting period i.e. **March 26, 2025**. Members seeking to inspect such documents can send an email to [investors@aahtak.com](mailto:investors@aahtak.com).
12. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 ('IEPF Rules'), the dividend which remains unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Members may visit the Company's website at <https://aahtak.in/investor> for tracking details of any unclaimed amounts, pending transfer to IEPF.
13. Members may please note that SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/ OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), introduced Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes in Indian securities market and linked it with Scores platform.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal.

SEBI circulars and Link for registration under ODR portal is available on the website of the Company <https://aajtak.in/investor/> or the website of our RTA at <https://www.mcsregistrars.com/>.

14. Members are requested to carefully read the below instructions in connection with remote e-voting:
- a. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-voting facility has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants (“DP”) in order to increase the efficiency of the voting process.
  - b. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

## 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"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  App Store               Google Play         </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

**How to Log-in to NSDL e-voting website?**

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your 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'.

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](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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](mailto:nitesh@indiacp.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mrs. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**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 resolution 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 [helpdesk@mcsregistrars.com](mailto:helpdesk@mcsregistrars.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 [helpdesk@mcsregistrars.com](mailto:helpdesk@mcsregistrars.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and 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**

In accordance with the Nomination and Remuneration policy of the Company and after considering the desired attributes for an Independent Director and evaluating the skills, background and experience of Ms. Hema

Singh Rance (DIN: 06403266), the Board of Directors of the Company at its meeting held on February 11, 2025, on the recommendation of Nomination and Remuneration Committee (NRC), has recommended the appointment of Ms. Hema Singh Rance as Non - Executive Independent Director of Company for a term of 5 (five) consecutive years. The said appointment will be effective from the date of receipt of approval from Ministry of Information and Broadcasting (MIB) Government of India or the date of approval of shareholders, whichever is later.

Ms. Hema Singh Rance is a Strategic leader with three decades of working with the private sector, diplomatic missions and international organizations that operate in a multi-stakeholder environment. She has a wealth of expertise in brand building, strategic positioning and targeted messaging of institutions / individuals across different verticals to enhance visibility and growth of institutions. She is an Expert Planner & Business Strategist, who has pioneered & implemented measurable marketing strategies that realized revenue goals & increased sales growth. She has proven capabilities in managing event from start to finish and is recognized as a brand change agent, persistent innovator and team motivator. She has collaborated with cross-functional teams & external/ internal agencies. She has an extensive experience in design & implementation of high-profile engagements and large-scale events with government, senior level delegations, media and platforms for people-to-people dialogues.

The NRC has considered her diverse skills, strategic capabilities, expertise in Business Strategy and Public Policy. On the recommendation of NRC, the Board of Directors is of the opinion that in view of the background and experience of Ms. Hema Singh Rance, it would be in the interest of the Company to appoint her as Non - Executive Independent Director of the Company.

The Company has received her consent to act as Non - Executive Independent Director of the Company along with a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and an intimation to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act as well as not debarred from appointment by any order of SEBI or any other authority. Further, she has confirmed that she is in compliance with Rules 6(1) and 6(2) of

the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for appointment as Non - Executive Independent Director and is independent of the management of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Ms. Hema Singh Rance to be appointed as Non - Executive Independent Director as per the provisions of the Companies Act, 2013.

A copy of the draft letter of appointment of Non Executive Independent Director setting out the terms and conditions of appointment is available for inspection by the members on the website of the Company at link: <https://specials.indiatoday.com/aahtaknew/download/Draft-letter-of-appointment-of-Independent-Directors.pdf>.

Accordingly, the Board recommends the appointment of Ms. Hema Singh Rance as Non - Executive Independent Director of the Company and proposes the Special Resolution for approval of members.

The details of Ms. Hema Singh Rance as required to be given pursuant to the Listing Regulations and Secretarial Standards, are annexed to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives (except to the extent of their shareholding in the Company), is in any way concerned or interested, financially or otherwise, in the said Resolution.

**Place: Noida** **By order of the Board of Directors**  
**Date: February 21, 2025** **For T.V. Today Network Limited**

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

**Registered Office:**

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Phone: 0120 – 4908600  
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Website: [www.aahtak.in](http://www.aahtak.in)

**Information of Director 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	06403266
Name	Ms. Hema Singh Rance
Date of Birth	24/03/1972
Age	53 years
Qualifications	MA (German Literature) from Jawahar Lal Nehru University, New Delhi B.A. Hons (German) from Jawahar Lal Nehru University, New Delhi
Brief Profile (including Experience and Expertise in specific functional area)	As mentioned in Explanatory Statement annexed to the Notice
Name(s) of the other Companies in which Directorship held	Living Media India Limited
Membership/ Chairmanship of Committees in the Company	Not Applicable (N.A.)
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in Explanatory Statement annexed to the Notice.
Membership/ Chairmanship of Committees in other Companies	Living Media India Limited: • Audit Committee- Member • Nomination and Remuneration Committee-Member
Terms and conditions of appointment	As per the resolution and the explanatory statement annexed to the Notice.
Details of remuneration sought to be paid	Only Sitting Fees to be paid
Date of first appointment on the Board of the Company	N.A.
Remuneration last drawn, if any	N.A.
Listed entities from which the person has resigned in the past three years	NIL
No. of Equity Shares held in the Company directly or on a beneficial basis for any other persons	NIL
No. of Board meetings attended during the year held in FY 2024-25	N.A.
Relationship with other directors, Manager, key managerial personnel of the Company	None