



Date: March 09, 2022

**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



<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 Electronic Voting.**

Further to our letter dated February 11, 2022, 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 04<sup>th</sup> March 2022 together with the Explanatory Statement thereto, seeking approval of the members for Alteration of the Object Clause of the Memorandum of Association of the Company, as set out in the said notice.

The schedule of Postal Ballot is as set out hereunder:

Particulars	Date(s)
Cut-off date for ascertaining Shareholders who are eligible receive Postal Ballot notice & to participate in the remote e-voting	March 11, 2022 (Friday)
Remote E-voting period	March 16, 2022 (Wednesday) 09:00 A.M. to April 14, 2022 (Thursday) 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](mailto: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.intoday.in](http://www.aajtak.intoday.in), Email: [investors@aajtak.com](mailto:investors@aajtak.com),

Telephone Number: 0120-4807100, 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 8 April 2020; 17/2020 dated 13 April 2020; 22/2020 dated 15 June 2020; 33/2020 dated 28 September 2020, 39/2020 dated 31 December, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 (**the “Relevant Circulars”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the “Listing Regulations”**), Secretarial Standard – 2 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 resolution appended below is 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 BUSINESS:**

#### **Alteration of the Object Clause of the Memorandum of Association of the Company**

To consider, and if thought fit, to pass the following resolution, as a **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification or re-enactment thereof for the time being

in force (**“Act”**) and subject to such other approvals, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to alter and amend existing Object Clause of Memorandum of Association of the Company as follows:

1. The heading of existing Clause III and sub-clause (A) thereof be and is hereby substituted and replaced as follows:

#### **III. (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

2. In Clause III (A) after paragraph 09, the following paragraphs be and are hereby added:
  10. To undertake the business of skill games/sports on various digital platform including but not limited to website, mobile platform, television and organise, conduct e-sports tournaments online and offline, e-sports awards ceremony, creation/auction of Franchise based Esports League team and sell merchandise, and otherwise dealing, handling and developing online, web and app based games relating to live sports events and provide other related services on online mode or on any other mode in India or elsewhere.
  11. To establish, develop, set up, organize, run, in any part of India and abroad institute(s), multimedia centre(s), where in professional, technical, vocational or higher education in every field of journalism, mass communication, media and entertainment management, visual communication, broadcast journalism, digital education be imparted and develop, operate, maintain, support an online web portal, software, web application or directory for providing details, information, solutions and services related to Education field including but not limited to conducting entrance tests,

facilitating college enrolment, providing counselling services to students and parents with respect to admission in colleges in India and international and other related services on online mode or on any other mode in India or elsewhere.

12. To undertake the business of news aggregators, news collection, content aggregators and develop and maintain software, website, WAP or web applications, aggregate and curate news content from various sources including but not limited to websites, blogs, podcasts, video blogs and to collect new stories and other information.
13. To carry on the business of the cinematograph trade and industry in all their branches and activities and particularly the business of manufacture, production, distribution, exploitation, exhibition, import and export of all kinds of cine films, talkie films, video films, telefilms, documentary films, advertising films, TV Serials and films and motion pictures of all kinds and nature for entertainment, amusement, publicity, education and instruction in all languages prevailing in the world.

3. The heading of existing Clause III (B) be and is hereby substituted and replaced as follows:

**(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:**

4. The existing Clause III (C) named as "Other Objects" of the Company along with all its paragraphs 1 to 78 be and are hereby deleted in full.

**"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 resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have

given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same."

**Place: Noida**  
**Date: March 04, 2022**

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

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

Registered Office:  
F-26, First Floor, Connaught Circus,  
New Delhi – 110001  
CIN: L92200DL1999PLC103001  
Phone: 0120 – 4807100  
Email id: [investors@ajitak.com](mailto:investors@ajitak.com)  
Website: [www.ajitak.intoday.in](http://www.ajitak.intoday.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 11, 2022 ("**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. Due to the outbreak of COVID-19 Pandemic, 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.intoday.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 at 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](http://www.evoting.nsdl.com) from 9:00 a.m. on March 16, 2022 up to 5:00 p.m. on April 14, 2022. E-Voting module will be blocked by NSDL at 5:00 p.m. on April 14, 2022 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 Partner 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.intoday.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 14, 2022.
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 14, 2022.
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](mailto:investors@aajtak.com)
12. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 has, inter alia, mandated furnishing of PAN, KYC details and nomination by shareholders holding securities in physical form.

Further, it is stated that folios wherein any one of the cited document/details are not available on or after April 01, 2023, shall be frozen by the Registrar and Transfer Agent (RTA) of the Company. You are therefore, requested to update all the information stated above with RTA in order to avoid freezing of folios.

#### **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>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>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>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> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;">  <span style="margin: 0 10px;">App Store</span>  <span>Google Play</span> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> </ol>

	<p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</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 or joining virtual meeting & voting during the meeting.

**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.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](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.co.in](mailto: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](mailto:nitesh@indiacp.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote, Assistant Manager at [evoting@nsdl.co.in](mailto: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 email 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@ajatak.com](mailto:investors@ajatak.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@ajatak.com](mailto:investors@ajatak.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](mailto: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 setting out all the material facts relating to the Special Business in the Notice**

This is to inform the members that there is a marked shift in consumer preferences towards digital media consumption as compared to traditional forms of media which include TV, print press, and radio. People are spending more time each day on digital rather than traditional forms of media. Media consumption across the globe is increasingly happening in digital formats. The increase in the number of devices capable of supporting digital media along with increasing internet access speed, has provided consumers with an option to access the media content of his choice be it information, entertainment or social activity anytime, anywhere. The above trends have only been accelerated post the 'new normal' enforced by the Covid-19 pandemic.

Keeping in mind the changing customer behaviour and for increased customer convenience, the Company proposes to expand its digital presence and broaden the scope of activities in the media industry by adding new line of activities, as detailed in the resolution itself.

For the above purpose, it is required to alter Object Clause i.e. Clause III (A) of the Memorandum of Association (the "MoA") of the Company. Further while amending its Object Clause, necessary changes to bring the Object Clause in line with the requirements of Companies Act, 2013, are also proposed as a part of the resolution.

As per Section 13 of the Companies Act, 2013 a Company, may, by a special resolution, alter the provisions of its MoA.

The Board of Directors, on February 11, 2022 has approved the aforesaid alteration in the Object Clause of the MoA of the Company, subject to the approval of the Members of the Company. Accordingly, this resolution is put for the approval of the members of the Company.

The special resolution passed by postal ballot shall be filed with the Registrar of Companies who shall register the alteration of the MoA with respect to the objects of the Company and certify the registration.

A copy of the proposed and existing MOA will be made available for inspection by the members, free of cost, at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 6:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. April 14, 2022.

The Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any.

**Place: Noida**  
**Date: March 04, 2022**

**By order of the Board of Directors**  
**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  
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