



T.V. TODAY NETWORK LIMITED

India Today Group Mediaplex
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Website: www.aajtak.in
CIN No : L92200DL1999PLC103001



Date: May 06, 2020

Corporate Relations Department BSE Limited PhirozeJeejeebhoy 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

Sub: "Corporate Governance Report" for the Quarter and year ended March 31, 2020 as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular Number CIR/ CFD/ CMD/5/2015 dated September 24, 2015.

Dear Sir,

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular Number CIR/ CFD/ CMD/5/2015 dated September 24, 2015, please find enclosed Corporate Governance Report for the Quarter and year ended March 31, 2020.

Kindly take the same on record.

Thanking you,

Yours faithfully,
for T.V. Today Network Limited

Ashish Sabharwal

Group Head - Secretarial & Company Secretary & Compliance Officer

ashish.sabharwal@intoday.com



COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity T.V. TODAY NETWORK LIMITED
Quarter ending 31-Mar-20

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee)	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) #	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) ##	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Aroon Purie	AAMPP8169P & 00002794	Executive Chairman & Whole time Director	01.04.2018	-	1	1	NIL
Mr.	Anil Vig +	AAAPV2836K & 00022816	Non-Executive, Independent Director	01.04.2019	60 Months	1	2	1
Mr.	Ashok Kapur +	AAJPK0341H & 00003577	Non-Executive, Independent Director	01.04.2019	60 Months	1	2	1
Mr.	Devajyoti Nirmal Bhattacharya	AADPB0965A & 00868751	Non-Executive Director	11.02.2014	-	1	4**	NIL
Mr.	Rajeev Gupta \$\$	AAAPG1185E & 00241501	Non-Executive, Independent Director	05.03.2016	60 Months	6	5	NIL
Ms.	Kalli Purie Bhandal	AADPP8192R & 00105318	Executive Vice Chairperson and Managing Director	01.04.2018	-	1	1	NIL
Mrs.	Neera Malhotra^	AAIPM1978K & 00118387	Non-Executive Independent Director	20.06.2019	60 Months	1	2	NIL

Directorship includes Directorship in all Listed entities (whether Independent or not).

Membership includes Chairmanship in Committees.

* Tenure means total period for which Independent Director is being appointed to serve on the Board of Directors of the Company in his/her current tenure.

**Membership also includes membership of Audit Committee of Pvt. Ltd. Company which is a subsidiary of a Public Ltd. Company.

.+ Current tenure of Mr. Anil Vig and Mr. Ashok Kapur is upto March 31, 2024

\$\$ Current tenure of Mr. Rajeev Gupta is upto March 04, 2021

^ Current tenure of Mrs. Neera Malhotra is upto June 19, 2024.



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II. Composition of Committees					
Name of Committee		Name of Committee members		Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	
1	Audit Committee	Mr. Ashok Kapur		Chairman-Non-Executive-Independent	
		Mr. Anil Vig		Non-Executive - Independent	
		Mr. Rajeev Gupta		Non-Executive - Independent	
		Mrs. Neera Malhotra		Non-Executive - Independent	
2	Nomination and Remuneration Committee	Mr. Ashok Kapur		Chairman-Non-Executive-Independent	
		Mr. Anil Vig		Non-Executive - Independent	
		Mr. Devajyoti Nirmal Bhattacharya		Non-Executive	
3	Risk Management Committee	Mr. Aroon Purie		Chairman-Executive-Whole time Director	
		Mr. Ashok Kapur		Non-Executive - Independent	
		Ms. Kalli Purie Bhandal		Executive Vice Chairperson & Managing Director	
		Mr. Devajyoti Nirmal Bhattacharya		Non-Executive	
		Mr. Dinesh Bhatia		Chief Financial Officer	
4	Stakeholders Relationship Committee	Mr. Anil Vig		Chairman-Non-Executive-Independent	
		Mr. Ashok Kapur		Non-Executive - Independent	
		Ms. Kalli Purie Bhandal		Executive Vice Chairperson & Managing Director	
5	Corporate Social Responsibility Committee	Mr. Aroon Purie		Chairman-Executive-Whole time Director	
		Mr. Ashok Kapur		Non-Executive - Independent	
		Ms. Kalli Purie Bhandal		Executive Vice Chairperson & Managing Director	
III. Meeting of Board of Directors					
Date (s) of meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in the relevant quarter		Maximum gap between any two consecutive meetings (in number of days)	
22.10.2019		07.02.2020		107 days	
IV. Meeting of Committees					
Name of the Committee		Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
Audit Committee		07.02.2020	Yes, 3 members present	22.10.2019	107 days
Nomination and Remuneration Committee		07.02.2020	Yes, 3 members present	NIL	NA
Stakeholder Relationship Committee		NIL	NA	22.10.2019	NA
Risk Management Committee		07.02.2020	Yes, 5 members present	NIL	NA
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.					
V. Related Party Transactions					
Subject				Compliance status (Yes / No / NA)	
Whether prior approval of audit committee obtained				Yes	
Whether shareholder approval obtained for material RPT				NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee				Yes	



VI.	Affirmations	Yes / No
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:	
	a. Audit Committee	Yes
	b. Nomination and Remuneration Committee	Yes
	c. Stakeholders Relationship Committee	Yes
	d. Risk Management committee	Yes
3	The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
4	The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
5	<p>a) Compliance Report on Corporate Governance for the quarter ended December 31, 2019 had been placed before the Board of Directors at its meeting held on February 7, 2020. No comments/observations/advice were made by the Board of Directors.</p> <p>b) Compliance Report on Corporate Governance for the quarter and year ended March 31, 2020 shall be placed before the Board of Directors at its ensuing meeting.</p>	

For T.V. Today Network Limited



Ashish Sabharwal

Group Head - Secretarial & Company Secretary & Compliance Officer



COMPLIANCE REPORT ON CORPORATE GOVERNANCE		
Name of Listed Entity	T.V. TODAY NETWORK LIMITED	
	31-Mar-20	

I. Disclosure on website in terms of Listing Regulations

Compliance status (Yes/No/NA) refer note below

Item	
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	NA. (Non-Executive Directors are paid sitting fees and the same is disclosed in the Annual Report of the Company)
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes (Since the Company doesnot have such agreements apart from those entered in the ordinary course of business.)
Schedule of Analyst or institutional investor and presentations made by listed entity to analyst or institutional investors simultaneously with submission to stock exchange	NA
New name and the old name of the listed entity	NA
Advertisements as per regulation 47(1)	Yes
Credit Rating revision in credit rating obtained	Yes
Separate audited financial statements each subsidiary of the listed entity in respect of relevant financial year	Yes
Whether company has provided information under separate section on its website as per regulation 46 (2)	Yes
Materiality policy as per regulation 30	Yes
Dividend Distribution Policy as per Regulation 43 A (as applicable)	Yes
It is certified that these contents on the website of the listed entity are correct	Yes

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17 (1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes



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Fees/compensation	17(6)	Yes, Sitting fees is paid to Non-Executive and Independent Directors within the limits specified under Companies Act, 2013, hence no approval of shareholders' is required.
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17 (11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination & Remuneration Committee Meeting	19 (2A)	Yes
Meeting of Nomination & Remuneration Committee	19 (3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20 (2) and 20 (2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A), (5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes. The Company has no material subsidiary.
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of Independent directors	25(7)	Yes
Declaration from Independent directors	25(8) & (9)	Yes
D & O Insurance for Independent directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

T.V. Today Network Limited has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiaries of T.V. Today Network Limited have been complied. :- Yes

For T.V. Today Network Limited



Ashish Sabharwal
Group Head - Secretarial & Company Secretary & Compliance Officer

