



**T.V. TODAY NETWORK LTD.**

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



Date: October 11, 2019

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

Sub: "Corporate Governance Report" for the Quarter and half year ended September 30, 2019 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 half year ended September 30, 2019.

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** 30-Sep-19

## 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 25(1) 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	2**	NIL
Mr.	Rajeev Gupta \$\$	AAAPG1185E & 00241501	Non-Executive, Independent Director	05.03.2016	60 Months	7	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	1	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.



**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)
20.05.2019	09.08.2019	80 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	09.08.2019	Yes, All 3 members present	22.05.2019	80 days
Nomination and Remuneration Committee	09.08.2019	Yes, 2 members present	20.05.2019	80 days
Stakeholder Relationship Committee	NIL	NA	10.04.2019	NA
Corporate Social Responsibility Committee	NIL	NA	20.05.2019	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 and year ended June 30, 2019 had been placed before the Board of Directors at its meeting held on August 9, 2019. 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 September 30, 2019 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

Annexure - III

Name of Listed Entity  
Quarter ending

T.V. Today Network Limited  
30-Sep-19

I Affirmations Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No*
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No*
Presence of Chairperson of the Stakeholder Relationship Committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

\* Mr. Ashok Kapur, Chairman of Audit Committee & Nomination and Remuneration Committee could not attend the meeting due to his personal exegency. However, he authorised Mr. Anil Vig, Member of Audit Committee & Nomination and Remuneration Committee to answer the shareholder's queries

**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
- 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.

For T.V. Today Network Limited



Ashish Sabharwal

Group Head - Secretarial &amp; Company Secretary &amp; Compliance Officer

