



T.V. TODAY NETWORK LTD.

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: April 12, 2019

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, 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 year ended March 31, 2019.

Kindly take the same on record.

Thanking you,

Yours faithfully,
for T.V. Today Network Limited



Ashish Sabharwal
Group Head - Secretarial & Company Secretary

ashish.sabharwal@intoday.com



COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity **T.V. TODAY NETWORK LIMITED**
 Quarter ending **31-Mar-2019**

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	01.04.2014	5 years * Current tenure was upto 31.03.2019	1	2	1
Mr.	Ashok Kapur [§]	AAJPK0341H & 00003577	Non-Executive, Independent Director	01.04.2014	5 years * Current tenure was upto 31.03.2019	1	2	1
Mr.	Devajyoti Nirmalkumar Bhattacharya	AADPB0965A & 00868751	Non-Executive Director	11.02.2014	-	1	4**	NIL
Mr.	Rajeev Gupta	AAAPG1185E & 00241501	Non-Executive, Independent Director	05.03.2016	3 years 27 days* Current tenure is upto 04.03.2021	7	4	NIL
Ms.	Kalli Purie Bhandal	AADPP8192R & 00105318	Executive Vice Chairperson and Managing Director	01.04.2018	-	1	1	NIL

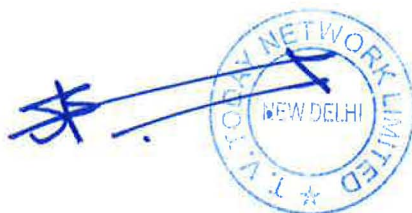
Directorship includes Directorship in all Listed entities (whether Independent or not).

Membership includes Chairmanship in Committees.

* Tenure means total period from which Independent Director is serving on the Board of Directors of the Company in continuity without any cooling off period till March 31, 2019.

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

§Mr. Anil Vig and Mr. Ashok Kapur have been re-appointed by the Shareholders for a further term of 5 years w.e.f. April 1, 2019 till March 31, 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
2 Nomination and Remuneration Committee	Mr. Ashok Kapur	Chairman-Non-Executive-Independent
	Mr. Anil Vig	Non-Executive - Independent
	Mr. Devajyoti Nirmalkumar 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 Nirmalkumar 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)
02.11.2018	08.02.2019	97 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	08.02.2019	Yes, 2 members present	02.11.2018	97 days
Nomination and Remuneration Committee	29.01.2019	Yes, 2 members present	02.11.2018	NA
Stakeholders Relationship Committee	12.03.2019	Yes, 3 members present	22.10.2018	NA
			09.11.2018	
			26.12.2018	
Corporate Social Responsibility Committee	Nil	NA	02.11.2018	NA
Risk Management Committee	08.02.2019	Yes, 3 members present	Nil	NA

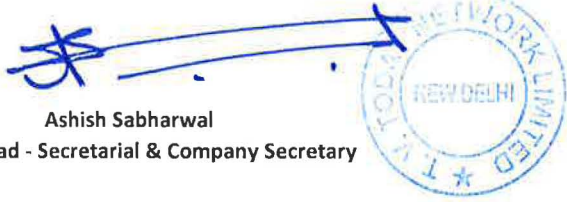
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

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 b. Nomination and Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management committee	 Yes Yes Yes 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	a) Compliance Report on Corporate Governance for the quarter ended December 31, 2018 had been placed before the Board of Directors at its meeting held on February 8, 2019. No comments/observations/advice were made by the Board of Directors. b) Compliance Report on Corporate Governance for the quarter and year ended March 31, 2019 shall be placed before the Board of Directors at its ensuing meeting.	

For T.V. Today Network Limited



Ashish Sabharwal

Group Head - Secretarial & Company Secretary

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity

T.V. TODAY NETWORK LIMITED

31-Mar-2019

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	NA. Since the Company doesn't have such agreement apart from those entered in ordinary course of its media business.
New name and the old name of the listed entity	NA

II Annual Affirmations

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



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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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
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.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of Independent directors	25(7)	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.

For T.V. Today Network Limited



Ashish Sabharwal
Group Head - Secretarial & Company Secretary