



**TV 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: October 10, 2017

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

Sub: "Corporate Governance Report" for the Quarter ended September 30, 2017 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 ended September 30, 2017.

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  
Quarter ending

T.V. TODAY NETWORK LIMITED  
September 30, 2017

## I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non- Executive / independent / Nominee)	Date of Appoint ment 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 & Managing Director	01.04.2015	-	1	1	NIL
Mr.	Anil Vig	AAAPV2836K & 00022816	Non-Executive, Independent Director	01.04.2014	16 years 1 month 30 days* Current tenure is upto 31.03.2019	1	2	1
Mr.	Ashok Kapur	AAJPK0341H & 00003577	Non-Executive, Independent Director	01.04.2014	7 years 11 months 05 days* Current tenure is upto 31.03.2019	1	2	1
Ms.	Koel Purie Rinchet	AHLPP6533H & 02832071	Non-Executive Director	11.08.2017 (Cessation)	-	NA	NA	NA
Mr.	Devajyoti Nirmalkumar Bhattacharya	AADPB0965A & 00868751	Non-Executive Director	11.02.2014	-	1	3	NIL
Mr.	Sudhir Mehra	ADHPM3318F & 07424678	Non-Executive, Independent Director	02.02.2016	1 year 7 months 28 days* Current tenure is upto 01.02.2021	1	1	NIL
Mr.	Rajeev Gupta	AAAPG1185E & 00241501	Non-Executive, Independent Director	05.03.2016	1 year 6 months 27 days* Current tenure is upto 04.03.2021	6	6	NIL
Ms.	Kalli Purie Bhandal	AADPP8192R & 00105318	Executive Director	08.02.2016	-	1	NIL	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 September 30, 2017.





**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. Sudhir Mehra	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 (if applicable)	Not Applicable	
4 Stakeholders Relationship Committee	Mr. Anil Vig	Chairman-Non-Executive-Independent
	Mr. Ashok Kapur	Non-Executive - Independent
	Ms. Kalli Purie Bhandal	Executive
5 Corporate Social Responsibility Committee	Mr. Aroon Purie	Chairman-Executive
	Mr. Ashok Kapur	Non-Executive - Independent
	Ms. Kalli Purie Bhandal	Executive

**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)
26.05.2017	11.08.2017	76 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	11.08.2017	Yes, 2 members present	26.05.2017	76 days
Nomination and Remuneration Committee	Nil	NA	26.05.2017	NA
Stakeholders Relationship Committee	Nil	NA	19.05.2017	NA
	Nil	NA	13.04.2017	
Corporate Social Responsibility Committee	11.08.2017	Yes, 2 members present	26.05.2017	76 days

\* 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	NA
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 (applicable to the top 100 listed entities)	Not Applicable
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, 2017 had been placed before the Board of Directors at its meeting held on August 11, 2017. 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, 2017 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 REPORT ON CORPORATE GOVERNANCE

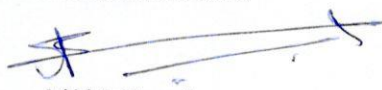
Annexure - III

Name of Listed Entity  
Quarter ending

T.V. Today Network Limited  
September 30, 2017

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)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note</b> 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 & Company Secretary

