



**TV TODAY NETWORK LTD.**

India Today Group Mediaplex

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Website: www.aajtak.in

CIN No : L92200DL1999PLC103001



Date: April 13, 2017

<b>Corporate Relations Department</b> <b>BSE Limited</b> <b>Phiroze Jeejeebhoy 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 Year ended March 31, 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,

We are furnishing Corporate Governance Report 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 for the Quarter ended March 31, 2017 as **Annexure I** and for the Year ended March 31, 2017 as **Annexure II**.

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



Encl. : Annexure I and II



## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity **T.V. TODAY NETWORK LIMITED**  
Quarter ending **March 31, 2017**

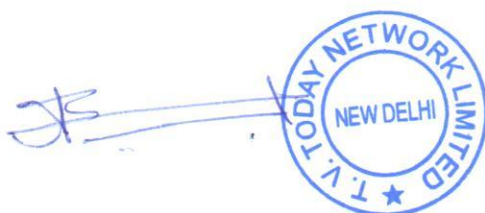
## I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of 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 & Managing Director	01.04.2015	-	1	1	NIL
Mr.	Anil Vig	AAAPV2836K & 00022816	Non-Executive, Independent Director	01.04.2014	15 years 7 months 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 5 months 05 days* Current tenure is upto 31.03.2019	1	2	1
Ms.	Koel Purie Rinchet	AHLPP6533H & 02832071	Non-Executive Director	27.06.2015	-	1	1	NIL
Mr.	Devajyoti Bhattacharya	AADPB0965A & 00868751	Non-Executive Director	11.02.2014	-	1	1	NIL
Mr.	Sudhir Mehra	ADHPM3318F & 07424678	Non-Executive, Independent Director	02.02.2016	1 year 1 month 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 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 March 31, 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 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. Koel Purie Rinchet		Non-Executive	
5	Corporate Social Responsibility Committee	Mr. Aroon Purie		Chairman-Executive	
		Mr. Ashok Kapur		Non-Executive - Independent	
		Ms. Koel Purie Rinchet		Non-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)	
02.12.2016 & 12.12.2016		09.02.2017		58 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	09.02.2017	Yes, 2 out of 4 members present		02.12.2016	09 Days
				12.12.2016	58 days
Nomination and Remuneration Committee	09.02.2017	Yes, All 3 members were present		NA	NA
Stakeholders Relationship Committee	09.02.17	Yes, 2 out of 3 members present		18.11.2016	NA
	13.02.17	Yes, 2 out of 3 members present			
Corporate Social Responsibility Committee	09.02.17	Yes, 2 out of 3 members present		02.12.2016	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 (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	a) Compliance Report on Corporate Governance for the quarter ended December 31, 2016 had been placed before the Board of Directors at its meeting held on February 9, 2017. 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, 2017 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



For T.V. Today Network Limited



Ashish Kumar Bagga

Group Chief Executive Officer



**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of Listed Entity T.V. TODAY NETWORK LIMITED

March 31, 2017

**I. Disclosure on website in terms of Listing Regulations**

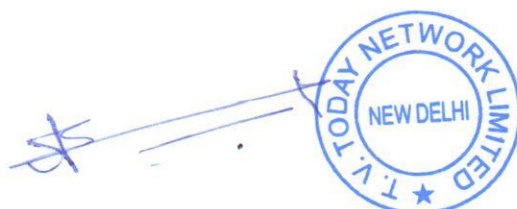
**Compliance status**  
(Yes/No/NA) refer note below

*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
New name and the old name of the listed entity	NA

**II Annual Affirmations**

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b> (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)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes



*(Handwritten signature)*

<i>Fees/compensation</i>	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.
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes. The Company has no material subsidiary.
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of Independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	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



For T.V. Today Network Limited



Ashish Kumar Bagga  
Group Chief Executive Officer