



**POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS
AND DEALING WITH RELATED PARTY TRANSACTIONS**

Approved and Adopted by the Board of Directors on 29.09.2014

Amended by the Board of Directors on 08.02.2016, 08.02.2019, 12.05.2022 and 11.02.2025

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POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND DEALING WITH RELATED PARTY TRANSACTIONS

1. INTRODUCTION

The Board of Directors (the "Board") of T.V. Today Network Limited (the "Company") has adopted the following Policy and procedures with regard to Related Party Transactions as defined below.

This Policy shall regulate the transactions between the Company and its Related Parties based on the laws and regulations applicable to the Company and the Policy shall also provide for materiality of related party transactions.

2. PURPOSE- OF THE POLICY

This Policy has been framed as per the requirements of Section 188 of the Companies Act, 2013 (the Act) and Regulation 23 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations, 2015**") and primarily intended to ensure good Corporate Governance and reporting of related party transactions between the Company and its Related Parties.

3. DEFINITIONS

- i. "**The Act**" means the Companies Act, 2013, together with the rules notified thereunder including any statutory modifications or re-enactments thereof for the time being in force
- ii. "**Audit Committee or Committee**" means "Audit Committee" constituted by the Board of Directors of the Company under the provisions of the Act and the Listing Regulations, 2015.
- iii. "**Board of Director**" or "**Board**" means the Board of Directors of T.V. Today Network Limited, as constituted from time to time.
- iv. "**Company**" means T.V. Today Network Limited
- v. "**Key Managerial Personnel**" means Key Managerial Personnel as defined under the Act and Listing Regulations, 2015.
- vi. "**Material Related Party Transaction**" means a transaction with a Related Party to be entered into individually or taken together with previous transactions during a financial year:

(a) In case of transactions involving payments made with respect to brand usage or royalty, if it exceeds 5% of the annual consolidated turnover of the Company as per its last audited financial statements;

(b) In case of any other transaction(s), if the amount exceeds Rs 1,000 crores or 10% (ten percent) of the annual consolidated turnover of the Company as per its last audited financial statements, whichever is lower.

vii. **"Material Modifications"** shall mean change in overall transaction value of Related Party Transaction 20% beyond the approved limit.

Provided that Audit Committee while granting approval to any related party transaction, may also outline the criteria for determining material modification for the said transaction.

viii. **"Policy"** means Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions

ix. **"Related Party"** means:

(a) A related party as defined under Section 2(76) of the Act and amendment thereof.

(b) A related party as defined under the applicable accounting standards.

(c) Any person or entity forming part of promoter or promoter group.

(d) Any person or any entity, holds such percentage of equity shares in the Company, as may be specified in the Listing Regulations, 2015, either directly or on a beneficial interest basis as provided under section 89 of the Act, at any time, during the immediate preceding financial year.

x. **"Related Party Transaction"** means any transaction involving transfer of resources, services or obligations between the following:

(a) the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand; or

(b) the Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries.

Regardless of whether a price is charged or not and a transaction with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Provided that the following shall not be related party transaction:

(a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(b) the following corporate actions which are uniformly applicable/offered to all shareholders in proportion to their shareholding:

- (i) payment of dividend;
- (ii) subdivision or consolidation of securities;
- (iii) issuance of securities by way of a rights issue or a bonus issue; and
- (iv) buy-back of securities.

(c) retail purchases from any listed entity or its subsidiary by its directors or its employees, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees and directors.

Any other term not defined herein shall have the same meaning as defined in the Act, Rules issued thereunder and the Listing Regulations, 2015.

4. POLICY

All Related Party Transactions must be reported to the Audit Committee and referred for approval of the Committee or Board or the shareholders, as the case may be, in accordance with this Policy.

4.1 Identification of Potential Related Party Transactions

Each Related Party of the Company is responsible for providing Notice to the Board/Audit Committee of any potential Related Party Transaction including any additional information about the transaction that the Board/ Audit Committee may request, for being placed before the Audit Committee/Board. The Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this Policy.

Further, all of the subsidiaries of the Company, before entering into a Related Party Transaction which may require approval of the Audit Committee & members of the Company, as the case may, under this Policy, bring to the attention of the Company about such proposed Related Party Transaction(s), so that the requisite approvals can be obtained.

The Company strongly prefers to receive such notice of any potential Related Party Transaction well in advance so that the Audit Committee has adequate time to obtain and review information about the proposed transaction.

4.2 Review and Approval of Related Party Transactions

- **Audit Committee**

- a) All Related Party Transactions and subsequent material modifications therein shall be subject, to the prior approval of the Audit Committee. All modifications other than Material Modification can be ratified by Audit Committee.

- b) Related Party Transactions to which subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee of the Company if the value of the transaction (individually or taken together with previous transactions during a financial year) exceeds ten percent of the annual standalone turnover as per the last audited financial statements of the Subsidiary.
- c) Prior approval of the audit committee of the Company shall not be required for a related party transaction to which the listed subsidiary is a party but the listed entity is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of Listing Regulations are applicable to such listed subsidiary.

Explanation: For related party transactions of unlisted subsidiaries of a listed subsidiary as referred to in (c) above, the prior approval of the audit committee of the listed subsidiary shall suffice.

- d) remuneration and sitting fees paid by the Company or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the audit committee provided that the same is not material in terms of the provisions of the Listing Regulation.
- e) Only those members of the Audit Committee who are Independent Directors shall approve any related party transaction. Any member of the Committee who has a potential interest in any related party transaction will recuse himself or herself and abstain from discussion and voting on the approval of the said transaction.
- f) To review and approve a Related Party Transaction, the Committee will be provided with all relevant material information of the Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters. The information provided shall specifically cover the following:
 - i. The name of the related party and nature of relationship;
 - ii. The nature, duration of the contract and particulars of the contract or arrangement;
 - iii. The material terms of the contract or arrangement including the value, if any;
 - iv. Any advance paid or received for the contract or arrangement, if any;
 - v. The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;
 - vi. Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and
 - vii. Any other information relevant or important for the Committee, to take a decision on the proposed transaction and/ or required under the Act and/ or Listing Regulations, 2015.
- g) To approve a Related Party Transaction, the Committee will consider the following factors, among others, to the extent relevant to the Related Party Transaction:

- i. Whether the terms of the Related Party Transaction are fair and on arm's length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;
- ii. Whether there are any undue compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- iii. Whether the Related Party Transaction would affect the independence of the directors/ KMP;
- iv. Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction; and
- v. Whether the Related Party Transaction would present an improper conflict of interest for any director or Key Managerial Personnel of the Company, taking into account the size of the transaction, the overall financial position of the Director, Executive Officer or other Related Party, the direct or indirect nature of the Director's, Key Managerial Personnel's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Committee deems relevant.

h) The Audit Committee may also grant omnibus approval for Related Party Transactions proposed to be entered into by the Company or its subsidiary subject to the following conditions:

(a) The proposed Related Party Transaction(s) is/are repetitive in nature and the Audit Committee shall satisfy itself about the need for such omnibus approval and that such approval is in the interest of the Company.

(b) Such omnibus approval may specify:

(i) the name/s of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into;

(ii) the indicative base price/ current contracted price and the formula for variation in the price, if any;

(iii) such other conditions & information as the Audit Committee may deem fit; and

Provided that where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rupees One Crore per transaction.

Audit Committee shall review, atleast on a quarterly basis, the details of RPTs entered into by the Company or its subsidiary pursuant to each of the omnibus approval given.

(a) Such omnibus approvals shall be valid for a period not exceeding one financial year and shall require fresh approvals after the expiry of such financial year.

(b) Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the company.

- i) While considering any modification in any Related Party Transaction, the Audit Committee shall consider the following:
 - a. Need for the modification and factors on account of which modification is necessary.
 - b. Whether subject of modification could have been assessed at the time of approval of original transaction itself.
- **Board of Directors**

Following transaction shall require the approval of the Board:

- Related Party Transactions as specified in Section 188(1) of the Act and/ or modifications thereto and which are either not on arm's length basis or not in ordinary course of business.
- Transactions other than those mentioned in section 188 and/ or subsequent modifications, which are referred by the Audit Committee, for approval of the Board.
- Material Related Party Transactions and/or subsequent Material Modifications thereto.

- **Members of the Company**

Following transactions shall require the approval of the members of the Company

- (i) Related Party Transactions as specified in Section 188(1) of the Act and/ or modifications thereto, which are either not on arm's length basis or not in ordinary course of business and which exceeds the limits prescribed in Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 shall require the prior approval of members of the Company.
- (ii) All Material Related Party Transactions & subsequent Material Modifications therein can be entered into only after obtaining the prior approval of the Company's shareholders by way of a resolution, as prescribed in the Act and/or Listing Regulations, 2015, irrespective of whether such Related Party Transactions have been entered into in the ordinary course of business of the Company or otherwise, and the Related Parties shall abstain from voting on such resolution.

4.3 Decision regarding transaction in ordinary course of business and on arm's length basis

The Audit Committee shall, in respect of the related party transactions referred to them for approval, shall after considering the materials placed before them, shall judge if the transaction is in the ordinary course of business and at arm's length basis. The Audit Committee can take necessary professional help in order to determine whether the transaction is in ordinary course of business and on arm's length basis.

4.4 Threshold Limit

The Related Party Transactions during a financial year shall not exceed 25% of the consolidated turnover of the Company during the last financial year.

4.5 Non-applicability of Provisions of this Policy

Notwithstanding the foregoing, the following Related Party Transactions shall not require approval of Audit Committee, Board or Shareholders:

- (a) transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- (b) transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- (c) resolution plan approved under Section 31 of the Insolvency Code, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.
- (d) transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand.

Such other transactions as specified may be specified by as may be specified by Listing Regulations, 2015 and/or the Act from time to time.

5. RATIFICATION OF RELATED PARTY TRANSACTIONS

The members of the Audit committee, who are independent Directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the Audit Committee, whichever is earlier, subject to the following conditions:

- (i) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
- (ii) the transaction is not material in terms of the provisions of sub-regulation (1) of this regulation;
- (iii) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
- (iv) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of this regulation;
- (v) any other condition as specified by the Audit Committee

The failure to seek ratification of the Audit Committee shall render the transaction voidable at the option of the Audit Committee and if the transaction is with a related party to any Director, or is authorised by any other Director, the Director(s) concerned shall indemnify the listed entity against any loss incurred by it.

6. DISCLOSURES

- a. Every material Related Party Transaction or Related Party Transaction which are not on arm's length basis, entered during the financial year into shall be disclosed to in the Board's report to the shareholders in such manner as may be prescribed under the relevant laws.
- b. The Company shall disclose the Policy on dealing with Related Party Transactions on its website and also a web link thereto shall be provided in the Annual Report.
- c. Details of Related Party Transactions along with details of ratification as per the applicable provisions, shall be submitted to the stock exchanges in the format and in accordance with the timelines, as specified by SEBI from time to time. A copy of such disclosure shall be posted on the website of the Company.
- d. The particulars of Related Party Transactions should be entered in the register(s) maintained under the Act, wherever applicable.

7. AMENDMENT:

Any subsequent amendment / modification in the Listing Regulations or the Act or any other governing Act / Rules / Regulations or re-enactment, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and / or amended to that extent, even if not incorporated in this Policy. The Company Secretary of the Company is authorised to carry out any further changes in the Policy to make it consistent with the amended Act, SEBI Listing Regulations, applicable Accounting Standards or other governing law.

8. POLICY REVIEW:

The Board shall assess and review the adequacy of this Policy at least once every three years from last review and make any necessary or desirable amendments to ensure it remains consistent with the Board's objectives, laws applicable and the best practices. The Audit Committee may from time to time suggest suitable amendments to the Policy to the Board.