



**T.V. TODAY NETWORK LIMITED**

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



Date: October 14, 2022

<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, 2022 as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular Number SEBI/HO/CFD/ CMD-2/P/CIR/2021/567 dated May 31, 2021.**

Dear Sir,

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular Number SEBI/HO/CFD/ CMD-2/P/CIR/2021/567 dated May 31, 2021, please find enclosed Corporate Governance Report for the Quarter and half year ended September 30, 2022.

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-22**

**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of the Director	PAN \$ & DIN	Category (Chairperson / Executive / Non- Executive / independent / Nominee) &	Initial Date of Appointment	Date of Re-Appointment	Whether director is disqualified	Date of Cession	Tenure*	Date of Birth	No of Directorship in listed entities including this listed entity (Inreference to Regulation 17A(1))#	No of Independent Directorship in listed entities including this listed	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	AAMP8169P & 00002794	Executive Chairman & Whole time Director	21.08.2000	01.04.2018	No		-	29-12-1944	1	NIL	1	NIL
Mr.	Anil Vig +	AAAPV2836K & 00022816	Non-Executive, Independent Director	02.08.2001	01.04.2019	No		102 Months	09-05-1965	1	1	2	1
Mr.	Ashok Kapur +	AAJPK0341H & 00003577	Non-Executive, Independent Director	26.10.2009	01.04.2019	No		102 Months	24-06-1946	1	1	2	1
Mr.	Devajyoti Nirmal Bhattacharya	AADPB0965A & 00868751	Non-Executive Non-Independent Director	11.02.2014	11.02.2014	No		-	17-01-1958	2	NIL	2**	NIL
Mr.	Rajeev Gupta ss	AAAPG1185E & 00241501	Non-Executive, Independent Director	05.03.2016	05.03.2021	No		79 Months	19-03-1958	6	5	4	1
Ms.	Kalli Purie Bhandal	AADPP8192R & 00105318	Executive Vice Chairperson and Managing Director	08.02.2016	01.04.2018	No		-	29-12-1972	1	NIL	1	NIL
Mrs.	Neera Malhotra^	AAIPM1978K & 00118387	Non-Executive Independent Director	20.06.2019	20.06.2019	No		39 Months	15-06-1955	1	1	2	NIL

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

## Membership includes Chairmanship in Committees.

* Tenure means tenure as independent director completed till end of the reporting quarter.					
**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, 2026					
^ Current tenure of Mrs. Neera Malhotra is upto June 19, 2024.					
	Whether Regular Chairperson appointed		Yes		
	Whether Chairperson is related to Managing Director or CEO		Yes		
	\$ PAN of any director would not be displayed on the website of Stock Exchange. & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen. *to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling period.				
<b>II. Composition of Committees</b>					
Name of Committee	Whether Regular Chairperson Appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) \$	Date of Appointment	Date of Cessation
1 Audit Committee	Yes	Mr. Ashok Kapur	Chairman-Non-Executive-Independent	12-05-2014	-
		Mr. Anil Vig	Non-Executive - Independent	12-05-2014	-
		Mr. Rajeev Gupta	Non-Executive - Independent	05-03-2016	-
		Mrs. Neera Malhotra	Non-Executive - Independent	09-08-2019	-
2 Nomination and Remuneration Committee	Yes	Mr. Ashok Kapur	Chairman-Non-Executive-Independent	11-02-2011	-
		Mr. Anil Vig	Non-Executive - Independent	12-05-2014	-
		Mr. Devajyoti Nirmal Bhattacharya	Non-Executive - Non Independent	12-05-2014	-
3 Risk Management Committee	Yes	Mr. Aroon Purie	Chairman-Executive-Whole time Director	02-11-2018	-
		Mr. Ashok Kapur	Non-Executive - Independent	02-11-2018	-
		Ms. Kalli Purie Bhandal	Executive Vice Chairperson & Managing Director	02-11-2018	-
		Mr. Devajyoti Nirmal Bhattacharya	Non-Executive - Non Independent	02-11-2018	-
		Mr. Dinesh Bhatia	Chief Executive Officer	02-11-2018	-
4 Stakeholders Relationship Committee	Yes	Mr. Anil Vig	Chairman-Non-Executive-Independent	06-05-2004	-
		Mr. Ashok Kapur	Non-Executive - Independent	14-05-2014	-
		Ms. Kalli Purie Bhandal	Executive Vice Chairperson & Managing Director	11-08-2017	-
5 Corporate Social Responsibility Committee	Yes	Mr. Aroon Purie	Chairman-Executive-Whole time Director	14-05-2014	-
		Mr. Ashok Kapur	Non-Executive - Independent	14-05-2014	-
		Ms. Kalli Purie Bhandal	Executive Vice Chairperson & Managing Director	11-08-2017	-
\$ Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories seperating them with hyphen.					
<b>III. Meeting of Board of Directors</b>					
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 (in number of days) & Whether requirement of quorum met*	Total Number of Directors as on date of meeting*	Number of Directors Present (All directors including Independent Director)*	No of Independent Directors attending the meeting*
12.05.2022	09.08.2022	88 days Yes	7	6	4
*to be filled in only for the current quarter					

IV. Meeting of Committees						
Name of the Committee	Date(s) of Meeting of the Committee in the relevant quarter	Maximum gap between any two Consecutive (in number of days) & Whether requirement of Quorum met (details)*	Total Number of Directors as on date of meeting *	Number of Directors (All Directors including Independent Director) & No. of Independent Directors attending the meeting*	No of members attending the meeting (other than Board of Directors)*	Date(s) of meeting of the committee in the previous quarter
Audit Committee	09.08.2022	88 days Yes	4	3 & 3	0	12-05-2022
Risk Management Committee	21.07.2022	Yes	4	2 & 0	1	-
Corporate Social Responsibility Committee	08.08.2022	88 days Yes	3	3 & 1	0	11.05.2022
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional. **to be filled in only for the current quarter meetings						
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		
<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 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 her.						
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	a) Compliance Report on Corporate Governance for the quarter ended June 30, 2022 had been placed before the Board of Directors at its meeting held on August 09, 2022. No comments/observations/advice were made by the Board of Directors. b) Compliance Report on Corporate Governance for the quarter and half year ended September 30, 2022 shall be placed before the Board of Directors at its ensuing meeting.					
<b>Note :</b> Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.						

For T.V. Today Network Limited



Ashish Sabharwal

Group Head - Secretarial & Company Secretary & Compliance Officer



# COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity  
Half year ending

T.V. Today Network Limited  
30-Sep-22

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
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

## 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.

For T.V. Today Network Limited



Ashish Sabharwal

Group Head - Secretarial & Company Secretary & Compliance Officer



<b>Additional Half Year Disclosure</b>			
<b>Half Year ending :- 30.09.2022</b>			
<b>Applicability of Disclosure</b>	Not Applicable		
<b>Reason of Non Applicability</b>	During the Half year ended September 30, 2022, there is no transaction to report in this disclosure.		
<b>I. Disclosure of Loan/Guarantees/Comfort letters/Securities etc.</b>			
<b>A. Any Loan or any other form of Debt advanced by the Listed entity directly or indirectly to:</b>			
<b>Entity</b>	<b>Aggregate Amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>B. Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate Amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>C. Any security provided by the listed entity directly or indirectly in connection with any loan(s) or any other form of debt availed by:</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

<b>II. Affirmations:</b>			
All loans (or other form of debt), guarantee, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in economic interest of the Company.			
<b>Yatender Kumar Tyagi</b>			
<b>Chief Financial Officer</b>			
<b>Note:</b>			
<p>1. These disclosures shall exclude any loan (or any other form of debt), guarantee/comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;</p> <p>a) by a government company to/for the government or government company</p> <p>b) by the listed entity to/for its subsidiary (and joint venture company) whose accounts are consolidated with the listed entity.</p> <p>c) by a banking company or an insurance company; and</p> <p>d) by the listed entity to its employees or directors as a part of the service conditions</p> <p>2. If the listed entity would like to provide any other information, the same may be indicated as Para D in the above table.</p>			

