



**T.V. TODAY NETWORK LIMITED**

India Today Group Mediaplex  
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Tel: +91 120 4908600 Fax: +91 120 4325028  
Website: www.aajtak.in  
CIN No : L92200DL1999PLC103001



Date: April 19, 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 financial year ended March 31, 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/Ma'am,

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 financial year ended March 31, 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 **31-Mar-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 Appoint ment	Date of Re- Appoint ment	Date of Cession	Tenure*	Date of Birth	No of Directorship in listed entities including this listed entity (Inreference to Regulation 17A(1))#	No of Indepe ndent Direct orship in listed entitie s includi ng 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		-	29-12-1944	1	NIL	1	NIL
Mr.	Anil Vig +	AAAPV2836K & 00022816	Non-Executive, Independent Director	02.08.2001	01.04.2019		96 Months	09-05-1965	1	1	2	1
Mr.	Ashok Kapur +	AAJPK0341H & 00003577	Non-Executive, Independent Director	26.10.2009	01.04.2019		96 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		-	17-01-1958	2	NIL	2**	NIL
Mr.	Rajeev Gupta \$\$	AAAPG1185E & 00241501	Non-Executive, Independent Director	05.03.2016	05.03.2021		72 Months	19-03-1958	5	5	4	1
Ms.	Kalli Purie Bhandal	AADPP8192R & 00105318	Executive Vice Chairperson and Managing Director	08.02.2016	01.04.2018		-	29-12-1972	1	NIL	1	NIL
Mrs.	Neera Malhotra^	AAIPM1978K & 00118387	Non-Executive Independent Director	20.06.2019	20.06.2019		33 Months	15-06-1955	1	1	2	NIL

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

## Membership includes Chairmanship in Committees.

<p>* Tenure means tenure as Independent Director completed till the end of the reporting quarter.</p>						
<p>**Membership also includes membership of Audit Committee of Pvt. Ltd. Company which is a subsidiary of a Public Ltd. Company.</p>						
<p>+ Current tenure of Mr. Anil Vig and Mr. Ashok Kapur is upto March 31, 2024</p>						
<p>\$\$ Current tenure of Mr. Rajeev Gupta is upto March 04, 2026</p>						
<p>^ Current tenure of Mrs. Neera Malhotra is upto June 19, 2024.</p>						
	<b>Whether Regular Chairperson appointed</b>	Yes				
	<b>Whether Chairperson is related to Managing Director or CEO</b>	Yes				
<p>\$ PAN of any director would not be displayed on the website of Stock Exchange.          &amp; 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.</p>						
<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	Member	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	-	
<p>\$ 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.</p>						
<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	Whether requirement of quorum met*	Number of Directors present* (All Directors including Independent Director)	Number of Independent Directors attending the meeting*	Maximum gap between any two consecutive meetings (in number of days)	
29.10.2021	11.02.2022	Yes	7	4	104 days	
<p>*to be filled in only for the current quarter</p>						

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)*	Number of Directors present* (All Directors including Independent Directors)	Number of Independent Directors attending the meeting*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
Audit Committee	11.02.2022	Yes	2	2	29.10.2021	104 days
Risk Management Committee	25.01.2022	Yes	3	0	-	-
Nomination and Remuneration Committee	07.02.2022	Yes	2	1	-	-
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</p> <p>**to be filled in only for the current quarter meetings</p>						
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		
<p><b>Note:</b></p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given her.</p>						
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	<p>a) Compliance Report on Corporate Governance for the quarter ended December 31, 2021 had been placed before the Board of Directors at its meeting held on February 11, 2022. No comments/observations/advice were made by the Board of Directors.</p> <p>b) Compliance Report on Corporate Governance for the Financial year ended March 31, 2022 shall be placed before the Board of Directors at its ensuing meeting.</p>					
<p><b>Note :</b></p> <p>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.</p>						

For T.V. Today Network Limited



Ashish Sabharwal

Group Head - Secretarial & Company Secretary & Compliance Officer



## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity T.V. TODAY NETWORK LIMITED

31-Mar-22

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

Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
Details of business	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
Terms and conditions of appointment of independent directors	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
Composition of various committees of board of directors	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
Code of conduct of board of directors and senior management personnel	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
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	<a href="http://www.aaitak.in">www.aaitak.in</a>
Policy for determining 'material' subsidiaries	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
Details of familiarization programmes imparted to independent directors	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
Email address for grievance redressal and other relevant details	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
Financial results	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
Shareholding pattern	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
Details of agreements entered into with the media companies and/or their associates	NA (Since the Company doesnot have such agreements apart from those entered in the ordinary course of business.)	
Schedule of Analyst or institutional investor and presentations made by listed entity to analyst or	NA	
New name and the old name of the listed entity	NA	
Advertisements as per regulation 47(1)	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
Credit Rating revision in credit rating obtained	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
Separate audited financial statements each subsidiary of the listed entity in respect of relevant financial	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
Whether company has provided information under separate section on its website as per regulation 46	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
Materiality policy as per regulation 30	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
Dividend Distribution Policy as per Regulation 43 A (as applicable)	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>
It is certified that these contents on the website of the listed entity are correct	Yes	<a href="http://www.aaitak.in">www.aaitak.in</a>

## II Annual Affirmations

Particulars	Regulation Number	Compliance status (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), 17(1A) & 17 (1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	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

Recommendation of Board	17 (11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination & Remuneration Committee Meeting	19 (2A)	Yes
Meeting of Nomination & Remuneration Committee	19 (3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20 (2) and 20 (2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A), (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
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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.
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of Independent directors	25(7)	Yes
Declaration from Independent directors	25(8) & (9)	Yes
D & O Insurance for Independent directors	25(10)	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
- 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. :- Yes



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 :- 31.03.2022</b>			
<b>Applicability of Disclosure</b>	Not Applicable		
<b>Reason of Non Applicability</b>	During the Half year ended March 31, 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>		
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; a) by a government company to/for the government or government company b) by the listed entity to/for its subsidiary (and joint venture company) whose accounts are consolidated with the listed entity. c) by a banking company or an insurance company; and d) by the listed entity to its employees or directors as a part of the service conditions 2. If the listed entity would like to provide any other information, the same may be indicated as Para D in the above table.		