

**ANNEXURE-I:- Report on Corporate Governance for the Quarter ended 30<sup>th</sup> September 2016**

1. Name of Listed Entity: **Sun TV Network Limited**

2. Quarter ending: **30<sup>th</sup> September 2016**

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr / Ms)</b>	<b>Name of the Director</b>	<b>PAN &amp; DIN</b>	<b>Category</b>	<b>Date of Appointment in the current term /cessation</b>	<b>Tenure</b>	<b>No of Directorship in listed entities including this listed entity</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Mr.	Kalanithi Maran	AFGPM8138N & 00113886	Chairman & Executive Director	20.04.2012		1	0	0
Mrs.	Kavery Kalanithi	AGIPK2942F & 00113905	Executive Director	20.04.2012		1	0	0
Mr.	K. Vijaykumar	ABOPV7267M & 03578076	Executive Director	20.04.2012		1	0	0
Mr.	S. Selvam	AAVPS8222M & 00727439	Non- Executive Director	26.09.2014*		1	0	0
Mr.	J. Ravindran	ADHPJ7649G & 00550700	Independent Director	26.09.2014*	2 yrs	1	1	1
Mr.	M.K. Harinarayanan	AABPH1374F & 00545128	Independent Director	26.09.2014*	2 yrs	1	1	1
Mr.	Nicholas Martin Paul	AAMPP9681Q & 00542620	Independent Director	26.09.2014*	2 yrs	1	2	0
Mr.	R. Ravivenkatesh	AFBPR0839Q & 03565108	Independent Director	26.09.2014*	2 yrs	1	2	0

\* Appointed as Independent Director under section 149 of the Companies Act, 2013 at the Twenty Ninth Annual General Meeting held on 26.09.2014

<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee Members</b>		<b>Category</b>
1. Audit Committee	Mr. J. Ravindran Mr. M.K. Harinarayanan Mr. Nicholas Martin Paul Mr. R. Ravivenkatesh		Chairperson – Independent Director Member – Independent Director Member – Independent Director Member – Independent Director
2. Nomination & Remuneration Committee	Mr. J. Ravindran Mr. M.K. Harinarayanan Mr. Nicholas Martin Paul Mr. R. Ravivenkatesh		Chairperson – Independent Director Member – Independent Director Member – Independent Director Member – Independent Director
3. Stakeholders Relationship Committee	Mr. M.K. Harinarayanan Mr. J. Ravindran Mr. Nicholas Martin Paul Mr. R. Ravivenkatesh		Chairperson – Independent Director Member – Independent Director Member – Independent Director Member – Independent Director
4. Risk Management	Mr. Nicholas Martin Paul Mr. J. Ravindran Mr. M.K. Harinarayanan Mr. R. Ravivenkatesh		Chairperson – Independent Director Member – Independent Director Member – Independent Director Member – Independent Director
<b>III. Meeting of Board of Directors</b>			
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>		<b>Maximum time gap between any two consecutive meetings in number of days</b>
27.05.2016	08.07.2016		41 days
	19.08.2016		41 days
<b>IV. Meeting of committees</b>			
<b>Date(s) of Meeting of the Audit committee in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum time gap between any two consecutive meetings in number of days</b>
27.05.2016	Yes	19.08.2016	83 days

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <ul style="list-style-type: none"> <li>✓ Audit Committee</li> <li>✓ Nomination &amp; remuneration committee</li> <li>✓ Stakeholders relationship committee</li> <li>✓ Risk management committee (applicable to the top 100 listed entities)</li> </ul> <p>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.</p> <p>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.</p> <p>5. The report submitted in the previous quarter has been placed before Board of Directors. No comments / observations from the Board of Directors have been received.</p>	
<p>R. Ravi Company Secretary &amp; Compliance Officer</p>	

**ANNEXURE-III:- Report on Corporate Governance at the end of 6 months after end of financial year along with second quarter report**  
**30<sup>th</sup> September 2016**

1. Name of Listed Entity: **Sun TV Network Limited**

<b>I. AFFIRMATIONS</b>		
<b>Broad Headings</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No*
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No*
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note</b> * Mr. J. Ravindran, Chairman of the Audit Committee & Nomination and Remuneration Committee could not attend the meeting due to ill health. However, the other members of the Audit Committee attended the meeting.		
R. Ravi Company Secretary & Compliance Officer		