

**Report on Corporate Governance for the Quarter ended 31<sup>st</sup> December 2015**

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

2. Quarter ending: **31<sup>st</sup> December 2015**

<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*	1.3 yrs	1	1	1
Mr.	M.K. Harinarayanan	AABPH1374F & 00545128	Independent Director	26.09.2014*	1.3 yrs	1	1	1
Mr.	Nicholas Martin Paul	AAMPP9681Q & 00542620	Independent Director	26.09.2014*	1.3 yrs	1	2	0
Mr.	R. Ravivenkatesh	AFBPR0839Q & 03565108	Independent Director	26.09.2014*	1.3 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>
31.07.2015	28.10.2015		89
	05.11.2015		8
<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>
28.10.2015	Yes	31.07.2015	89

<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>	