

ANNEXURE-I:- Report on Corporate Governance for the Quarter ended 31st March 2017

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

2. Quarter ending: **31st March 2017**

I. Composition of Board of Directors								
Title (Mr / Ms)	Name of the Director	PAN & DIN	Category	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
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*	2.6 yrs	1	1	1
Mr.	M.K. Harinarayanan	AABPH1374F & 00545128	Independent Director	26.09.2014*	2.6 yrs	1	1	1
Mr.	Nicholas Martin Paul	AAMPP9681Q & 00542620	Independent Director	26.09.2014*	2.6 yrs	1	2	0
Mr.	R. Ravivenkatesh	AFBPR0839Q & 03565108	Independent Director	26.09.2014*	2.6 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

II. Composition of Committees			
Name of Committee	Name of Committee Members		Category
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
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		Maximum time gap between any two consecutive meetings in number of days
11.11.2016	10.02.2017		90
	24.02.2017		13
	10.03.2017		13
IV. Meeting of committees			
Date(s) of Meeting of the Audit committee in the previous quarter	Whether requirement of Quorum met	Date(s) of Meeting of the Audit committee in the relevant quarter	Maximum time gap between any two consecutive meetings in number of days
11.11.2016	Yes	10.02.2017	90

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	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
VI. Affirmations	
<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"> ✓ Audit Committee ✓ Nomination & remuneration committee ✓ Stakeholders relationship committee ✓ Risk management committee (applicable to the top 100 listed entities) <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 & Compliance Officer</p>	

ANNEXURE-II:- Report on Corporate Governance for the Financial Year Ended 31st March 2017

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

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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)	Yes
Meeting of Board of directors	17(2)	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
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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 (There is no material related party transactions)
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA (The subsidiaries are not material subsidiaries)
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	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 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.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

R. Ravi
Company Secretary & Compliance Officer