

Report on Corporate Governance for the Quarter ended 31st March 2016

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

2. Quarter ending: **31st March 2016**

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*	1.6 yrs	1	1	1
Mr.	M.K. Harinarayanan	AABPH1374F & 00545128	Independent Director	26.09.2014*	1.6 yrs	1	1	1
Mr.	Nicholas Martin Paul	AAMPP9681Q & 00542620	Independent Director	26.09.2014*	1.6 yrs	1	2	0
Mr.	R. Ravivenkatesh	AFBPR0839Q & 03565108	Independent Director	26.09.2014*	1.6 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
28.10.2015		12.02.2016		98
05.11.2015		14.03.2016		30
IV. Meeting of committees				
Date(s) of Meeting of the Audit committee in the relevant quarter	Whether requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum time gap between any two consecutive meetings in number of days	
12.02.2016	Yes	28.10.2015	106	

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>	