

**REPORT ON CORPORATE GOVERNANCE**  
(Pursuant to Regulation 34 of SEBI (LODR) Regulations, 2015)

## MANDATORY REQUIREMENTS

### 1. Company's Philosophy on Code of Governance

We believe good governance is an essential ingredient of good business that aligns all our actions with clearly defined ethical principles. Corporate Governance is about commitment to values and ethical business conduct that evolved over a period of time. The corporate governance philosophy at Sun Network is about maximizing shareholder value legally, ethically and on a sustainable basis, while ensuring fairness to every stakeholder, customers, employees, investors, vendor-partners, the government of the land and the community. Thus, corporate governance is a reflection of a Company's culture, policies, its relationship with the stakeholders, and its commitment to values.

We believe that it is our responsibility to adhere and enforce the principles of sound Corporate Governance with the objectives of transparency, professionalism and accountability, while facilitating effective management of the businesses and efficiency in operations.

### 2. Board of Directors

#### • Composition

The Board of Directors of our Company is composed of Five Non-Executive and Three Executive Directors. The Chairman of the Board is an Executive Director and Four Non-Executive Directors are Independent Directors as per the criteria of independence stated in Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations hereinafter referred to as "Listing Regulations". The optimum combination of Executive, Non-executive and Independent Directors ensure independence of the Board and separation of Board function of governance and management.

#### • Board Meetings

Six Board Meetings were held during the financial year 2018-19. The maximum gap between any two meetings did not exceed one hundred and twenty days as stipulated under Regulation 17(2) of the Listing Regulations.

The dates on which the said meetings held are as follows:

May 11, 2018, August 10, 2018, November 2, 2018, February 8, 2019, March 8, 2019 and March 20, 2019.

Attendance of each Director at Board Meetings & Annual General Meeting of the Company held during the year and the number of Directorship(s) and Committee Chairmanships / Memberships held by them in other companies are given below:

Name of the Director	Category	Attendance		No. of Directorships in public limited companies (including this company*)	Committee Chairmanship/ Memberships (including this Company*)	
		Board	AGM		Chairman	Member
Mr. Kalanithi Maran	Executive Chairman	6	Yes	1	Nil	Nil
Mrs. Kavery Kalanithi	Executive Director	6	Yes	1	Nil	Nil
Mr. K. Vijaykumar	Managing Director	6	Yes	2	Nil	1
Mr. S. Selvam	Director	6	Yes	1	Nil	Nil
Mr. J. Ravindran	Independent Director	5	Yes	3	3	1
Mr. M.K. Harinarayanan	Independent Director	6	Yes	1	1	1
Mr. Nicholas Martin Paul	Independent Director	6	Yes	3	Nil	4
Mr. R. Ravivenkatesh	Independent Director	6	Yes	1	Nil	2

None of the Director hold any Directorship in any other Listed entity

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\*In accordance with Regulation 26 of the Listing Regulations, Membership(s) / Chairmanship(s) of only Audit Committee(s) and Stakeholders' Relationship Committee(s) in all public limited companies governed by the Companies Act, 2013 have been considered.

None of the Directors of the Company are related inter-se except Mrs. Kavery Kalanithi, Executive Director who is the wife of Mr. Kalanithi Maran, Executive Chairman of the Company.

The Board has been provided with all material and substantial information as mentioned in Schedule II of Part A of the Listing Regulations, that facilitates them for imparting significant decisions while discharging its duties as trustees of shareholders.

None of the Non-Executive Directors of the Company, except Mr. S. Selvam and Mr. R. Ravivenkatesh hold securities of the Company. As at March 31, 2019, Mr. S. Selvam and Mr. R. Ravivenkatesh hold 66,59,576 shares and 20,750 shares respectively.

The Board identified the areas in which skill / expertise / competencies are required. The identified areas are Finance, Legal, Media Marketing / Sales, Social activities, Technology, Internal Business specialization and Capital Market. The Board of the Company comprises of Directors with qualification / experience in all the above areas.

Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations. In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the management. In compliance with the requirements of Companies Act, 2013, the Company has issued formal appointment letters to all the Independent Directors. Details of standard term of appointment of Independent Director has been uploaded on the website of the Company [www.suntv.in](http://www.suntv.in)

- **Familiarisation Programme for Independent Directors**

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company. On induction, the Independent Directors are given introduction to business overview and outline of corporate plan and orientation on statutory compliances. In addition to the above, regular updates on quarterly performances and major developments in the industry and in the Company are presented in quarterly Board Meetings. The details of such programme are mentioned in [www.suntv.in](http://www.suntv.in)

- **Performance Evaluation**

In line with the provisions of Companies Act, 2013 and other applicable provisions if any, our Company has adopted a formal evaluation process for reviewing the performance of the Board, Board Committees, Chairman, Non-Independent and Independent Directors. A structured questionnaire for the purpose, covering various aspects of Board Governance, Composition, Competencies, Guidance etc., was prepared after taking into consideration the inputs received from the Directors. The Board carried out an annual evaluation of its own performance and of its committees. Evaluation of the Chairman and Non-Executive Non-Independent Director(s) was carried out by the Independent Directors in their separate meeting. The Independent Directors, based on the criteria as framed & recommended by the members of the Nomination Committee, were evaluated by the Board as a whole excluding the Director being evaluated. The overall performance evaluation was agreed to be satisfactory by all the Directors.

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## POLICIES

The Board of Directors of the Company has in compliance with the requirements of Listing Agreement with Stock Exchanges, Listing Regulations and Companies Act, 2013 approved the following policies.

- **Code of Conduct**

A declaration signed by the Managing Director, stating that all Directors and senior management personnel of the Company have affirmed compliance with the code of conduct of the Company is enclosed at the end of the report. The code of conduct is available on the website of the Company [www.suntv.in](http://www.suntv.in).

- **Prevention of Insider Trading**

Pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, our Company has adopted a Code of Conduct for prevention of Insider Trading and a policy for Fair Disclosure of Unpublished Price Sensitive Information. This Code is applicable to all Board members / officers / designated employees. The objective of this code is to prevent purchase and / or sale of shares of the Company by an insider on the basis of unpublished price sensitive information.

- **Secretarial Standards**

The Secretarial and the operating practices generally followed by our Company are in line with the Standards on Secretarial practice relating to meetings of the Board, Committees and General meetings (SS - 1) and (SS - 2) stipulated by The Institute of Company Secretaries of India.

- **Vigil Mechanism / Whistle Blower Policy**

Sun Group believes in highest ethical behavior, transparency, professionalism and accurate compliance with all laws, formulates the 'Whistle Blower Policy' to enable Directors and Employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct. This policy (copy of which is uploaded on the website of the Company) safeguards whistle blowers from reprisals or victimization. During the year under review, no employee was denied access to the Audit Committee.

- **Related Party Transaction Policy**

In compliance with Regulation 23 of the Listing Regulations, the Board of Directors of the Company has approved Related Party Transaction Policy (Policy can be viewed on [www.suntv.in](http://www.suntv.in)) to facilitate management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company.

- **Dividend Distribution Policy**

In compliance with the requirements of Regulation 43A of the Listing Regulations, the Board has approved and adopted Dividend Distribution Policy subject to various financial and other parameters. The Dividend Distribution Policy is uploaded on the website of the Company and can be accessed at [www.suntv.in](http://www.suntv.in)

### 3. Audit Committee

- Composition, Names of Members and Chairman

The Audit Committee comprises of Mr. J. Ravindran, Mr. M.K. Harinarayanan, Mr. Nicholas Martin Paul and Mr. R. Ravivenkatesh, all are Non-Executive Independent Directors of the Company with Mr. J. Ravindran as its Chairman.

Mr. R. Ravi, Company Secretary acts as Secretary of the Committee.

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- **Meetings and the attendance during the year**

Five meetings of the Audit Committee were held during the year May 11, 2018, August 10, 2018, November 2, 2018, February 8, 2019 and March 20, 2019.

Name of the Director	No. of Meetings attended
Mr. J. Ravindran	4
Mr. M.K. Harinarayanan	5
Mr. Nicholas Martin Paul	5
Mr. R. Ravivenkatesh	5

- **Brief description of terms of reference**

The Terms of Reference of Audit Committee cover the matters specified for Audit Committee under Regulation 18 of the Listing Regulations as well as in Section 177 of the Companies Act, 2013. The role of Audit Committee is as prescribed under Part C of Schedule II of the Listing Regulations.

#### 4. Nomination and Remuneration Committee

- **Composition, Names of Members and Chairman**

In line with Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations, the Board has constituted the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee of our Company has been constituted to recommend to the Board the appointment / reappointment of the Executive and Non-Executive Directors, the induction of Board members into various committees and suggest revision in total remuneration package of the Executive Director(s) keeping in view the prevailing statutory guidelines. The Committee has also been empowered to review / recommend the periodic increments, if any, in salary and annual incentive of the Executive Director(s).

The Nomination and Remuneration Committee comprises of Mr. J. Ravindran, Mr. M.K. Harinarayanan, Mr. Nicholas Martin Paul and Mr. R. Ravivenkatesh, all are Non-Executive Independent Directors of the Company with Mr. J. Ravindran as its Chairman.

Mr. R. Ravi, Company Secretary acts as Secretary of the Committee.

- **Meetings and the attendance during the year**

This Committee comprises entirely of Independent Directors. The Committee met on Four occasions during the year on May 11, 2018, August 10, 2018, February 8, 2019 and March 20, 2019.

Name of the Director	Category	No. of Meetings attended
Mr. J. Ravindran	Chairman	3
Mr. M.K. Harinarayanan	Member	4
Mr. Nicholas Martin Paul	Member	4
Mr. R. Ravivenkatesh	Member	4

- **Brief description of terms of reference**

The terms of reference of Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act, 2013. The role of the Nomination and Remuneration Committee is as prescribed under Part D of the Schedule II of the Listing Regulations.

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• **Remuneration Policy**

In compliance with Section 178 of the Companies Act, 2013, the policy on Remuneration of Directors, Key Managerial Personnel and Senior Management of the Company has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors. The Company's Remuneration Policy for Directors KMP and other employees is available on the Company's website.

• **Remuneration to Directors**

The Remuneration paid to the Executive Chairman for the year ended March 31, 2019 is as follows:  
(Rs. in Crore)

Salary	13.87
Perquisites and other allowances*	-
Ex - gratia / Bonus	73.63
<b>Total</b>	<b>87.50</b>

\*Perquisites amounted to Rs. 39,600/-

The Remuneration paid / payable to the Managing Director and Chief Executive Officer for the year ended March 31, 2019 is as follows:  
(Rs. in Crore)

Salary	0.96
Perquisites and other allowances*	-
Ex - gratia / Bonus	0.33
<b>Total</b>	<b>1.29</b>

\*Perquisites amounted to Rs. 10,800/-

The Remuneration paid / payable to the Executive Director for the year ended March 31, 2019 is as follows:  
(Rs. in Crore)

Salary	13.87
Perquisites and other allowances*	-
Ex - gratia / Bonus	73.63
<b>Total</b>	<b>87.50</b>

\*Perquisites amounted to Rs. 39,600/-

The Remuneration paid to Non-Executive Directors for the year ended March 31, 2019 is as follows:  
(Rs. in Crore)

Name of the Director	Sitting fees*
Mr. S. Selvam	0.012
Mr. J. Ravindran	0.034
Mr. M.K. Harinarayanan	0.042
Mr. Nicholas Martin Paul	0.048
Mr. R. Ravivenkatesh	0.042

\*Includes sitting fees paid for attending Committee Meetings.

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**5. Stakeholders' Relationship Committee**

In compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, the Board has constituted Stakeholders' Relationship Committee.

The Stakeholders' Relationship Committee is functioning to look into Redressal of Investor / Shareholders complaints expeditiously. The Committee has delegated the power of approving requests for transfer, transmission, rematerialization and dematerialization etc of shares of the Company to the Registrar and Share Transfer Agent.

The Stakeholders' Relationship Committee Comprises of Mr. M.K. Harinarayanan, Chairman, Mr. J. Ravindran, Mr. Nicholas Martin Paul and Mr. R. Ravivenkatesh as members.

Mr. R. Ravi, Company Secretary acts as Secretary of the Committee.

The Committee met on Four occasions during the year on May 11, 2018, August 10, 2018, November 2, 2018 and February 8, 2019.

The names and attendance of Committee members are given below:

Name of the Director	No. of Meetings attended
Mr. M.K. Harinarayanan	4
Mr. J. Ravindran	3
Mr. Nicholas Martin Paul	4
Mr. R. Ravivenkatesh	4

During the year, the Company received 8 Complaints mostly pertaining to non-receipt of dividend warrants and non-receipt of annual reports etc., all of these complaints have been dealt with satisfaction and there were no complaints pending as on March 31, 2019.

Mr. R. Ravi, Compliance Officer and Company Secretary of the Company, is the Compliance Officer pursuant to the Listing Regulations. The designated email for investor service and correspondence is [tvinfo@sunnetwork.in](mailto:tvinfo@sunnetwork.in).

**6. Corporate Social Responsibility Committee**

In compliance with Section 135 of the Companies Act, 2013 the board has constituted a Corporate Social Responsibility Committee to implement and monitor CSR policy.

The Corporate Social Responsibility Committee Comprises of Mr. K. Vijaykumar as Chairman, Mrs. Kavery Kalanithi and Mr. Nicholas Martin Paul as members.

Mr. R. Ravi, Company Secretary acts as the Secretary of the Committee.

The Committee met on Three occasions during the year on May 11, 2018, November 2, 2018 and March 8, 2019. The names and attendance of Committee members are given below:

Name of the Director	No. of Meetings attended
Mr. K. Vijaykumar	3
Mrs. Kavery Kalanithi	3
Mr. Nicholas Martin Paul	3

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### 7. Risk Management Committee

In compliance with Regulation 21 of the Listing Regulations, the Board has constituted Risk Management Committee.

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The Risk Management Committee Comprises of Mr. Nicholas Martin Paul, Chairman, Mr. M.K. Harinarayanan, Mr. J. Ravindran and Mr. R. Ravivenkatesh as members.

Mr. R. Ravi, Company Secretary acts as Secretary of the Committee.

The Committee met on March 8, 2019. The names and attendance of Committee members are given below:

Name of the Director	No. of Meetings attended
Mr. Nicholas Martin Paul	1
Mr. M.K. Harinarayanan	1
Mr. J. Ravindran	1
Mr. R. Ravivenkatesh	1

### 8. Independent Directors' Meeting.

During the year, meeting of Independent Directors was held on March 8, 2019 inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

### 9. General Meetings

Details of the location, date and time of the last Three Annual General Meetings (AGM) are given below:

Year	Meeting	Location	Date	Time
2017 - 18	AGM	"Kalaigñar Arangam", Anna Arivalayam, 367/369, Anna Salai, Teynampet, Chennai – 600 018	07.09.2018	10.00 a.m.
2016 - 17	AGM	"Kalaigñar Arangam", Anna Arivalayam, 367/369, Anna Salai, Teynampet, Chennai – 600 018	22.09.2017	10.00 a.m.
2015 - 16	AGM	"Kalaigñar Arangam", Anna Arivalayam, 367/369, Anna Salai, Teynampet, Chennai – 600 018	23.09.2016	10.00 a.m.

- Special Resolution passed in the previous Three Annual General Meetings - NIL
- No special resolution was passed through postal ballot during the financial year 2018-19
- No extra ordinary general meetings of the members were held during financial year 2018-19
- None of the resolutions proposed at the ensuing annual general meeting needs to be passed by postal ballot.

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**10. Subsidiary Companies**

The Company does not have any material subsidiary whose net worth exceeds 10% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 10% of the consolidated income of the Company during the previous financial year. Accordingly, a policy on material subsidiaries has not been formulated.

**11. Disclosures**

- There were no materially significant related party transactions during the year having conflict with the interests of the Company.
- There has been no non-compliance by the Company or penalty or stricture imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- The company has complied with all mandatory requirements. Adoptions of non-mandatory requirements are provided under item No. 15 of this report.

**12. Means of Communication**

The quarterly unaudited financial results and the annual audited financial results are normally published in Financial Express and Malai Sudar. Press releases are given to all-important dailies. The official announcements are posted at the BSE and NSE websites. The Company's official press releases, presentations made to institutional investors or to the analysts and transcripts of concall are also available on Company's website [www.suntv.in](http://www.suntv.in).

**13. Management Discussions and Analysis Report**

Management Discussion and Analysis report is annexed.

**14. Shareholders' Information**

The details are enclosed elsewhere in the report.

**15. Non Mandatory Requirements**

**i. The Board – Chairman's Office**

The Chairman of Sun TV Network is a Whole Time Director and hence this provision is not applicable.

**ii. Shareholders' Rights**

The quarterly / annual results, after the Board of Directors takes them on record, are forthwith sent to the Stock Exchanges with whom the company has listed. The results, in the prescribed format, are published in "Financial Express" (English) and "Malai Sudar" (Tamil) newspapers.

**iii. Audit Qualification**

The Auditors have given unqualified / unmodified report on the financial statements of the Company.



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**GENERAL SHAREHOLDERS INFORMATION**

- **Registered Office of the Company**

Murasoli Maran Towers  
73, MRC Nagar Main Road  
MRC Nagar, Chennai - 600 028  
Tel: +91 44 44676767 Fax: +91 44 40676161  
E-mail: [tvinfo@sunnetwork.in](mailto:tvinfo@sunnetwork.in)

- **Forthcoming Annual General Meeting**

September 27, 2019, 10.00 a.m.  
"Kalaingar Arangam", Anna Arivalayam  
367/369, Anna Salai, Teynampet, Chennai - 600 018.

- **Financial Year**

April 1, 2018 to March 31, 2019.

- **Dividend**

During the year ended March 31, 2019, the Board of Directors have declared an interim dividend of Rs. 5.00 per share (100%) at their Board meeting held on August 10, 2018 and Rs. 2.50 per share (50%) each at their Board meetings held on November 2, 2018, February 8, 2019 and March 8, 2019 respectively resulting in a total dividend of 250%, i.e., Rs. 12.50 per equity share of face value of Rs. 5.00 each for the financial year ended March 31, 2019. (Prev. Year - 200%, i.e., Rs. 10.00 per equity share of face value of Rs. 5.00 each) and have not recommended any Final Dividend. The Payout ratio currently stands at 42.58% of current year profit after taxes.

- **Unclaimed Dividend**

As per Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended (IEPF Rules) the unclaimed dividend, will become due to be transferred to the Investor Education and Protection Fund (IEPF) on completion of 7 (seven) years. Members who have not encashed their dividend warrant(s) issued by the Company are requested to seek issue of duplicate warrant(s) by writing to the Registrar and Share Transfer Agent of the Company.

**Instruction to Shareholders**

- **Listing on Stock Exchanges and Stock Code**

Stock Exchange	Stock Code
National Stock Exchange of India Limited, Exchange Plaza, Bandra - Kurla Complex, Bandra(E), Mumbai 400 051	Symbol - SUN TV Series - EQ
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	Scrip Code - 532733 Scrip ID - SUNTV

**Annual listing fees have been paid to the above Stock Exchanges.**

- **Fees paid to the Statutory Auditors**

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to Statutory Auditors of the Company and other firms in the network entity of which the Statutory Auditors are a part, during the year ended March 31, 2019, is as follows: (Rs. in Crore)

Particulars	Amount
Fee for Audit related services	0.66
Other fees	0.01
<b>Total (excluding GST)</b>	<b>0.67</b>

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- **Depositories Connectivity**

National Securities Depository Limited. (NSDL)  
Central Depository Services (India) Limited. (CDSL)  
ISIN:INE424H01027

- **Share Transfer Process**

1. M/s. Karvy Fintech Private Limited processes the physical transfers and other requests from the Shareholders.
2. The Board has delegated the power to approve the transfers to the Share Transfer Committee and the transfers are approved as and when necessary.
3. A Practicing Company Secretary carries out the Secretarial Audit, pertaining to the share transfers every six months and necessary certificate to that effect are issued and the same are filed with the Stock Exchanges.
4. As per SEBI's instructions, the Company's Shares can be sold through Stock Exchanges only in dematerialized form.

- **Commodity Price risk or Foreign Exchange risk and Hedging activities**

Since the Company is engaged in broadcasting business, there are no risks associated with Commodity Price. Further the Company has not carried out any activity for hedging of foreign exchange risk.

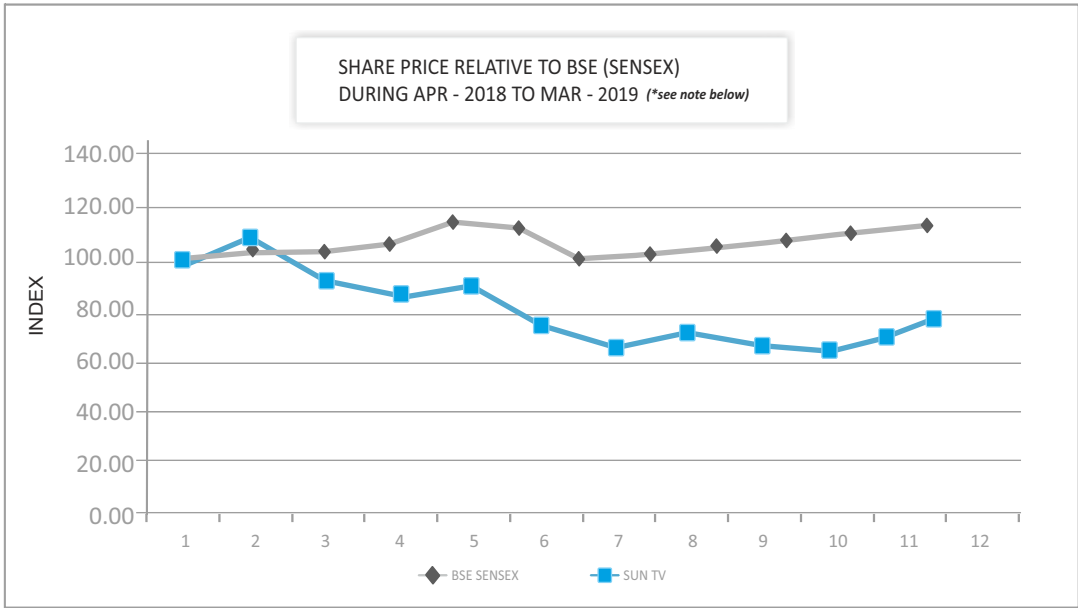
- **Market Price Data & Performance in Comparison with BSE and NSE Indices**

- **Market Price Data**

Month	B.S.E			N.S.E		
	High	Low	Traded Volume (No. of shares)	High	Low	Traded Volume (No. of shares)
Apr-18	922.70	847.30	20,97,746	923.85	845.10	2,86,08,022
May-18	1028.00	840.30	23,63,922	999.00	838.00	3,90,16,295
Jun-18	949.75	772.55	19,92,880	950.00	776.00	3,70,25,012
Jul-18	822.35	724.50	19,74,347	822.60	724.45	3,04,37,437
Aug-18	840.00	754.65	18,39,664	836.00	753.80	3,82,28,240
Sep-18	792.30	566.50	19,75,477	791.90	557.00	3,50,93,851
Oct-18	679.00	588.00	15,42,825	681.00	587.25	3,09,24,253
Nov-18	683.80	584.70	18,09,329	683.70	584.00	3,71,26,161
Dec-18	620.00	554.05	17,61,379	620.45	552.85	3,74,35,684
Jan-19	615.00	486.95	22,68,170	614.50	486.55	4,67,16,008
Feb-19	617.50	503.05	31,72,071	617.65	513.70	6,49,56,010
Mar-19	638.25	573.35	20,63,571	639.00	572.40	4,45,21,306

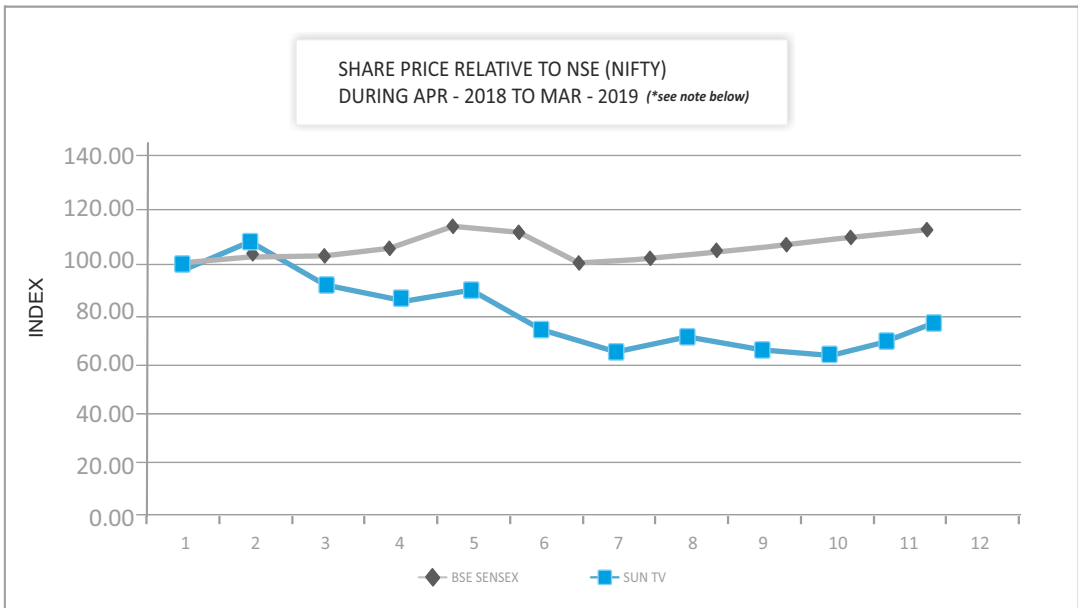
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- Performance in comparison with BSE (SENSEX)**



\* The closing value for April is taken as 100. The values for the months, from April' 18 to March' 19, are worked out as a percentage, keeping the Base Value for April' 18 as 100.

- Performance in comparison with NSE (NIFTY)**



\* The closing value for April is taken as 100. The values for the months, from April' 18 to March' 19, are worked out as a percentage, keeping the Base Value for April' 18 as 100.

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**Shareholding pattern / Distribution**

◆ **Shareholding pattern as on March 31, 2019**

Category	% to total Capital
Promoter Group	75.00
Financial Institutions / Bank	0.05
Non Residents (NRI / OCB / FIIs)	11.62
Mutual Funds	7.09
Others	6.24
<b>Total</b>	<b>100.00</b>

◆ **Distribution of Shareholding as on March 31, 2019**

Category	No. of Holders	% to Holders	No. of Shares	% to Equity
1-1000	47,193	97.11	26,90,591	0.68
1001-2000	401	0.83	5,93,411	0.15
2001-3000	269	0.55	6,59,762	0.17
3001-4000	105	0.22	3,72,864	0.09
4001-5000	83	0.17	3,79,270	0.10
5001-10000	172	0.35	12,23,184	0.31
10001-25000	146	0.30	24,01,080	0.61
25001 and above	229	0.47	38,57,64,458	97.89
<b>Total</b>	<b>48,598</b>	<b>100.00</b>	<b>39,40,84,620</b>	<b>100.00</b>

◆ **Summary of Shareholding as on March 31, 2019**

Category	No. of Holders	Total Shares	% to Equity
Physical	174	489	0.00
NSDL	30,298	39,11,93,987	99.27
CDSL	18,126	28,90,144	0.73
<b>Total</b>	<b>48,598</b>	<b>39,40,84,620</b>	<b>100.00</b>

◆ **Dematerialization of Shares**

1. The Company has signed agreements with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to provide the facility of holding equity shares in dematerialized form.
2. A qualified practicing Company Secretary carried out a Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
3. As on March 31, 2019, 39,40,84,131 equity shares constituting 99.99% of the total paid up capital of the company have been dematerialized. All the equity shares except the locked in shares, if any, are freely tradable.

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- **Sexual Harassment**

The Company is committed to provide safe and conducive working environment to all its employees and has zero tolerance for sexual harassment at workplace. In line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules thereunder, the Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace and has constituted Internal Complaints Committee to redress complaints received regarding sexual harassment. During the year, the Company had not received any complaint of sexual harassment.

- **Outstanding GDRs / ADRs etc.**

The Company has not issued any GDR, ADR or any convertible instruments pending conversion or any other instrument likely to impact equity share capital of the company.

- **Address for correspondence**

**Compliance Officer**

R. Ravi  
Company Secretary  
Sun TV Network Limited  
Murasoli Maran Towers  
73, MRC Nagar Main Road  
MRC Nagar, Chennai - 600 028  
Tel: +91 44 4467 6767 Fax: +91 44 4067 6161  
Email: ravi@sunnetwork.in  
www.suntv.in

- **Registrars and Share Transfer Agents**

M/s. Karvy Fintech Private Limited  
Karvy Selenium Tower B,  
Plot Number 31 & 32, Financial District,  
Gachibowli, Hyderabad - 500 032  
Tel: (040) 23420815 Fax: (040) 23420814  
Email: einward.ris@karvy.com  
www.karvyfintech.com

- The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and applicable requirements of Regulation 46 of Listing Regulations, as amended.

**On behalf of the Board**

**Place** : Chennai  
**Date** : May 23, 2019

**R. Mahesh Kumar**  
**Managing Director**