

## SUN TV NETWORK LIMITED

Regd. Office: Murasoli Maran Towers, 73, MRC Nagar Main Road, MRC Nagar, Chennai - 600 028

[CIN: L22110TN1985PLC012491]

Phone: 044-44676767 Fax: 044-40676161, Website: www.suntv.in, email: tvinfo@sunnetwork.in



### NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Thirty First Annual General Meeting of the Shareholders of Sun TV Network Limited will be held at Kalaingar Arangam, Anna Arivalayam, 367 / 369, Anna Salai, Teynampet, Chennai - 600 018 on Friday, the 23rd day of September 2016 at 10.00 AM to transact the following business:

#### ORDINARY BUSINESS

1. Adoption of Financial Statements:

To receive, consider and adopt the Financial Statements as at March 31, 2016 including the Audited Balance Sheet as at March 31, 2016, the Statement of Profit & Loss Account for the year ended on that date and the audited consolidated financial statements of the Company for the year ended March 31, 2016 and the Reports of the Board of Directors (the Board) and Auditors thereon.

2. Confirmation of Interim Dividend:

To confirm the Interim Dividend of Rs. 6.00/- per equity share (120%), Rs. 2.00/- per equity share (40%) and Rs. 7.50/- per equity share (150%) of face value of Rs. 5.00/- each already paid, as final dividend for the financial year ended March 31, 2016.

3. Appointment of Mrs. Kavary Kalanithi as Director:

To appoint a Director in the place of Mrs. Kavary Kalanithi (DIN 00113905) who retires by rotation and being eligible, offers herself for re-appointment.

4. Ratification of Appointment of Statutory Auditors:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (ICAI Firm Registration No: 101049W) as the Auditors of the Company approved by the shareholders at the 29th Annual General Meeting (AGM), for a term of three years, i.e. till the conclusion of 32nd AGM, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 32nd AGM of the Company to be held in the year 2017, at such remuneration plus applicable taxes, out-of-pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors".

BY ORDER OF THE BOARD

Place: Chennai

Date: July 8, 2016

R. RAVI

COMPANY SECRETARY

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

## NOTICE TO THE SHAREHOLDERS

2. The instrument appointing proxy (duly completed, stamped and signed) in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the 31st Annual General Meeting of the company
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
4. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) with the Stock Exchange in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, form an integral part of the notice. The Director has furnished the requisite declaration for her appointment/re-appointment.
5. The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited.
6. The Register of Members and Share Transfer books of the Company will remain closed from September 16, 2016 to September 23, 2016 (both days inclusive).
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants, with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/ Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited.
8. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Transfer Agent, M/s. Karvy Computershare Private Limited.
10. Voting through Electronic Means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and subject to Regulation 44 of the Listing Regulations, the Company is pleased to offer remote E-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically at the 31st Annual General Meeting (AGM) through e-voting service provided by M/s. Karvy Computershare Private Limited

### 11. PROCEDURE FOR E-VOTING

In terms of Regulation 44 of the Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 16, 2016 only shall be entitled to avail the facility of remote e-voting. The e-voting period will commence from Tuesday, September 20, 2016 at 9.00 am and will end at 5.00 pm on Thursday, September 22, 2016. The e-voting module will be disabled on September 22, 2016 at 5.00 pm. The voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in the case of electronic shareholding) as on the cut-off date i.e. September 16, 2016.

The Company has entered into an arrangement with M/s. Karvy Computershare Private Limited (Karvy) for facilitating e-voting for AGM. The instructions for e-voting are as under:

- 1) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
- 2) Enter the login credentials (i.e. user-id & password) mentioned on the Attendance Slip / Email forwarded through the electronic notice.

## NOTICE TO THE SHAREHOLDERS

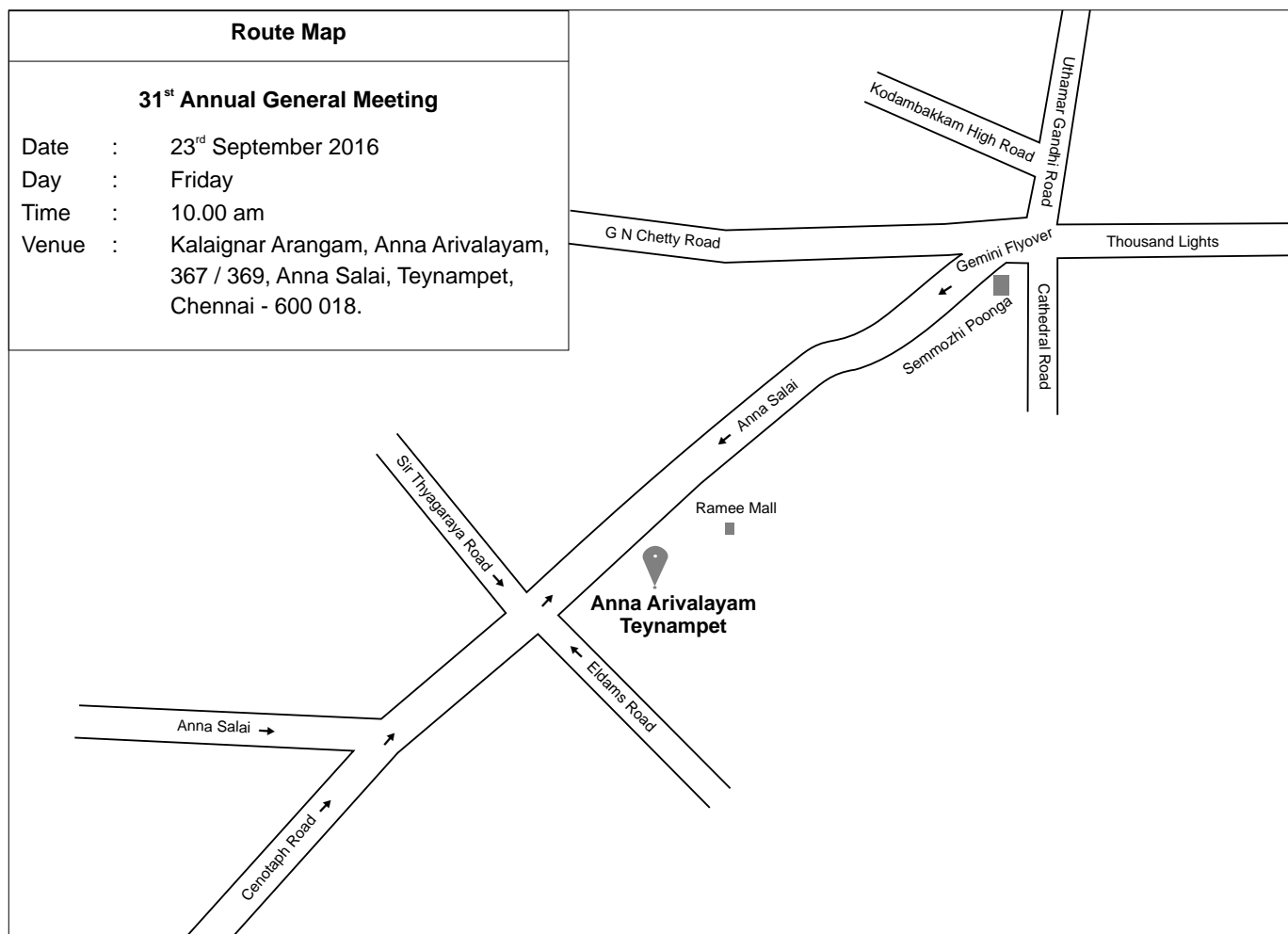
<b>User - ID</b>	<p>For Shareholder(s) / Beneficial Owner(s) Holding Shares In Demat Form:-</p> <p>a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID</p> <p>b) For CDSL:- 16 Digits Beneficiary ID</p> <p>For Members holding shares in Physical Form:-</p> <ul style="list-style-type: none"> <li>Folio Number registered with the company</li> </ul>
<b>Password</b>	Your Unique password is printed on the AGM Attendance Slip / sent via email forwarded through the electronic notice.
<b>Captcha</b>	Enter the Verification code for Security reasons i.e., please enter the alphabets and numbers in the exact way as they are displayed.

- 3) After entering these details appropriately, click on "LOGIN".
- 4) Members holding shares in Demat / Physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A - Z). One lower case (a - z), one numeric value (0 - 9) and a special character (like \*, #, @ etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through M/s. Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile no, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly ensure that you note down your password for future reference.
- 5) You need to login again with the new credentials.
- 6) On successful login, system will prompt to select the 'Event' i.e., 'Sun TV Network Limited'.
- 7) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.
- 8) On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If you do not want to cast a vote, you may select 'ABSTAIN'.
- 9) After selecting the resolution if you have decided to cast vote on the same, click on "SUBMIT" and a confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 10) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to change it subsequently or cast the vote again. You may participate in the general meeting even after exercising your right to vote through remote e-voting but shall not be allowed to vote again.
- 11) Corporate / Institutional Members (Corporate / FIs / FLLs / Trust / Mutual Funds / Banks, etc) are required to send scanned copy (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [lakshmmi6@gmail.com](mailto:lakshmmi6@gmail.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image / pdf file of the Board Resolution should be in the naming format "Corporate Name".
- 12) Smt. Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretary (Membership No. 3534) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 13) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than two days of the conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.suntv.in](http://www.suntv.in) and on the website of Karvy. The results shall simultaneously be communicated to the Stock Exchanges (SE's).

Contact for issues relating to e-voting: M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, plot No.31-32, Financial District, Gachibowli, Hyderabad-500 032.

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**  
**(Pursuant to Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

Name of the Director	Mrs. Kavery Kalanithi
Brief Profile	Mrs. Kavery Kalanithi aged 46 years has a bachelor's degree in arts from University of Madras, Chennai. She is actively involved in the business and operations of M/s. Sun TV Network Limited including monitoring the viewer feedback with regard to the programming and deciding the content mix on various channels of our Company. She also assists in the selection of anchors, newscasters and programme presenters. She is also actively involved in philanthropic activities.
Directorship held in other Companies (Excluding Private Companies and Foreign Companies)	Nil
Memberships / Chairmanships of Committees in Public Companies	Member of Corporate Social Responsibility Committee of Sun TV Network Limited
Shareholding	Nil
Relationships between Directors inter-se	Wife of Mr. Kalanithi Maran, Executive Chairman



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Kalanithi Maran	Executive Chairman
K. Vijaykumar	Managing Director & Chief Executive Officer
S. Selvam	Director
Kavery Kalanithi	Executive Director
J. Ravindran	Independent Director
M.K. Harinarayanan	Independent Director
Nicholas Martin Paul	Independent Director
R. Ravivenkatesh	Independent Director

### COMPANY SECRETARY & COMPLIANCE OFFICER

R. Ravi

### BANKERS

Andhra Bank	Axis Bank
City Union Bank	Corporation Bank
HDFC Bank	ICICI Bank
Indian Bank	Indian Overseas Bank
Karur Vysya Bank	Kotak Mahindra Bank
Ratnakar Bank	Standard Chartered Bank
State Bank of India	Yes Bank

### AUDITORS

M/s S.R. Batliboi & Associates LLP  
Chartered Accountants,  
6th & 7th Floor - 'A' Block  
(Module 601,701,702)  
Tidel Park, No. 4, Rajiv Gandhi Salai,  
Taramani, Chennai - 600 113.

### SECRETARIAL AUDITORS

M/s. Lakshmmi Subramanian & Associates  
Practicing Company Secretaries,  
Murugesu Naicker Office Complex,  
No. 81, Greams Road,  
Chennai - 600 006.

### REGISTERED OFFICE

Murasoli Maran Towers,  
73, MRC Nagar Main Road,  
MRC Nagar, Chennai - 600 028.  
[www.suntv.in](http://www.suntv.in)

### REGISTRAR AND SHARE TRANSFER AGENT

M/s Karvy Computershare Private Limited  
Karvy Selenium Tower B,  
Plot Number 31 & 32, Financial District,  
Gachibowli, Hyderabad - 500 032.  
[www.karvycomputershare.com](http://www.karvycomputershare.com)

#### **AUDIT COMMITTEE**

J. Ravindran	Chairman
M.K. Harinarayanan	
Nicholas Martin Paul	
R. Ravivenkatesh	

#### **NOMINATION & REMUNERATION COMMITTEE**

J. Ravindran	Chairman
M.K. Harinarayanan	
Nicholas Martin Paul	
R. Ravivenkatesh	

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

M.K. Harinarayanan	Chairman
J. Ravindran	
Nicholas Martin Paul	
R. Ravivenkatesh	

#### **MANAGEMENT**

Kalanithi Maran	Executive Chairman
K. Vijaykumar	Managing Director & Chief Executive Officer
Kavery Kalanithi	Executive Director
R. Maheshkumar	President
V. C. Unnikrishnan	Chief Financial Officer
C. Praveen	Chief Operating Officer
S. Kannan	Chief Technical Officer
R. Ravi	Company Secretary & Compliance Officer

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## FINANCIAL PERFORMANCE FOR LAST 10 YEARS

(All amounts are in Crores of Indian Rupees, unless otherwise stated )

### Financial Highlights

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07
Revenue	2,403.98	2,243.62	2,096.78	1,817.62	1,757.37	1,923.71	1,395.01	1,008.20	861.06	676.95
Total Income	2,493.30	2,331.45	2,175.99	1,872.64	1,831.57	1,970.50	1,437.52	1,091.52	925.99	726.40
PBITDA	1,797.80	1,702.04	1,471.73	1,396.42	1,419.54	1,567.16	1,112.10	799.74	630.48	483.63
Operating Expenditure	695.50	629.41	633.40	440.73	356.70	365.82	284.46	236.61	239.18	195.12
Depreciation & Amortisation	483.16	587.83	453.34	413.18	443.00	447.38	285.44	184.92	113.03	119.29
Profit before Tax	1330.50*	1,111.99	1,084.71	1,013.94	1,026.32	1,155.32	866.42	666.10	568.22	408.90
Equity Dividend %	310%	225%	190%	190%	190%	175%	150%	50%	50%	50%

### Key Indicators

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07
Earnings per share (Rs.)	22.01*	18.71	18.19	17.34	17.63	19.60	14.40	11.09	9.31	6.85
Book Value per share (Rs.)	89.11	85.76	80.49	73.41	67.12	60.54	51.13	45.49	37.32	61.86
PBITDA %	72%	76%	70%	76%	80%	81%	80%	77%	72%	71%
Net Profit Margin %	35%	32%	33%	36%	38%	39%	39%	40%	40%	37%
ROCE %	38%	34%	36%	36%	40%	52%	45%	41%	43%	47%
RONW %	25%	23%	24%	25%	28%	35%	30%	27%	27%	35%

Note 1: \* Profit Before Tax includes Income from extraordinary items of Rs. 17.97 crores and EPS on the same of Re.0.46 per share.

Note 2: Face value per share - Rs. 5/-

Note 3: Bonus Issue in the ratio 1:1 in FY 2007 - 08

## REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

Your Directors are pleased to present the Thirty First Annual Report and Audited Financial Accounts of the Company for the financial year ended 31st March 2016.

## FINANCIAL HIGHLIGHTS

The financial highlights for the year ended 31st March 2016 are given below:

(Rs. in Crores)

Particulars	For the year ended Standalone		For the year ended Consolidated	
	31st March, 2016	31st March, 2015	31st March, 2016	31st March, 2015
Total Income	2,493.30	2,331.45	2,680.41	2,494.29
Total Expenditure (Excluding Interest & Financial Charges)	1,178.66	1,217.24	1,300.53	1,333.45
<b>Profit before interest and tax</b>	<b>1,314.64</b>	<b>1,114.21</b>	<b>1,379.88</b>	<b>1,160.84</b>
Interest & Financial Charges	2.11	2.22	2.20	2.29
<b>Profit Before Extraordinary items and Tax</b>	<b>1,312.53</b>	<b>1,111.99</b>	<b>1,377.68</b>	<b>1,158.55</b>
Extraordinary items (net)	17.97	-	17.97	-
<b>Profit Before Tax after Extraordinary items</b>	<b>1,330.50</b>	<b>1,111.99</b>	<b>1,395.65</b>	<b>1,158.55</b>
Provision for Taxation	463.25	374.76	475.49	375.96
<b>Profit before minority interest &amp; Share in Net Profit of Associates</b>	<b>867.25</b>	<b>737.23</b>	<b>920.16</b>	<b>782.59</b>
Share in Profit from Associates	-	-	10.63	13.53
<b>Profit after taxes</b>	<b>867.25</b>	<b>737.23</b>	<b>930.79</b>	<b>796.12</b>
<b>Profit attributable to :</b>				
Owners of Equity	-	-	913.38	782.04
Minority Interest	-	-	17.41	14.08
<b>Profit after taxes</b>	<b>867.25</b>	<b>737.23</b>	<b>913.38</b>	<b>782.04</b>
<b>Accumulated Profit, beginning of the year</b>	<b>2,227.04</b>	<b>2,019.14</b>	<b>2,195.48</b>	<b>1,942.77</b>
Interim Dividend	610.83	443.35	610.83	443.35
Tax on Interim Dividend	124.35	85.98	124.35	85.98
<b>Profit Carried Forward</b>	<b>2,359.11</b>	<b>2,227.04</b>	<b>2,373.68</b>	<b>2,195.48</b>
Earnings Per Share (Face value Rs.5/-) before extraordinary items	21.55	18.71	22.72	19.84
Earnings Per Share (Face value Rs.5/-) after extraordinary items	22.01	18.71	23.18	19.84



## REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

### SUMMARY OF OPERATIONS

The Total Income for the year ended 31st March 2016 was Rs. 2,493.30 crores as against Rs. 2,331.45 crores during the previous year ended 31st March 2015. Profit Before Tax after extraordinary items was Rs. 1,330.50 crores as against Rs. 1,111.99 crores in the previous year. Profit After Tax after extraordinary items was Rs. 867.25 crores as against Rs. 737.23 crores in the previous year.

### BUSINESS OVERVIEW

Your Company, one of the largest Television Broadcasters in India operating Satellite Television Channels across four languages of Tamil, Telugu, Kannada and Malayalam and presently airing FM radio stations across India continues to have sustained and increased viewership of its channels with Sun TV being the most watched channel in India.

### DIVIDEND

During the financial year ended 31st March 2016, the Board of Directors declared the Interim Dividends of Rs. 6.00/- per equity share (120%), Rs. 2.00/- per equity share (40%) and Rs. 7.50/- per equity share (150%) at the Board Meetings held on April 30, 2015, February 12, 2016 and March 14, 2016 respectively and have not recommended any Final Dividend. The dividend payout would result in a total dividend of 310%, i.e., Rs. 15.50/- per equity share of face value of Rs.5.00/- each for the financial year ended 31st March 2016. (Prev. Year of 225%, i.e., Rs 11.25/- per equity share of face value of Rs.5.00/- each). The Payout ratio currently stands at 84.77%.

### TRANSFER TO RESERVES

During the financial year 2015-16, no amount has been transferred to the General Reserve.

### DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (3) (c) and 134 (5) of the Companies Act, 2013 your Directors confirm that, to the best of their knowledge and belief:

- ⇒ In the preparation of the Statement of Profit & Loss for the financial year ended 31st March, 2016 and Balance Sheet as at that date ("financial statements"), the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ⇒ Appropriate accounting policies have been selected and applied consistently and made such judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit of the Company for that period;
- ⇒ Proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities. To ensure this, the Company has established internal control systems, consistent with its size and nature of operations. In weighing the assurance provided by any such system of internal controls its inherent limitations should be recognized. These systems are reviewed and updated on an ongoing basis. Periodic internal audits are conducted to provide reasonable assurance of compliance with these systems. The Audit Committee meets at regular intervals to review the internal audit function;
- ⇒ The financial statements have been prepared on a going concern basis.
- ⇒ Proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- ⇒ Proper systems are in place to ensure compliance of all laws applicable to the Company;

## REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

None of the Company's directors are disqualified from being appointed as a director as specified in Section 164 (2) of the Companies Act, 2013.

#### Retirement by Rotation

As per the provisions of the Companies Act, 2013, Mrs. Kavery Kalanithi, Director of the Company will retire at the ensuing AGM and being eligible, seeks re-appointment. The Board of Directors recommend her re-appointment.

The information on the particulars of director eligible for re-appointment in terms of Regulation 36(3) of the Listing Regulations has been provided in annexure to the notice convening the Annual General Meeting.

#### Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Companies Act, 2013 the Key Managerial Personnel of the Company are Mr. K. Vijaykumar, Managing Director and Chief Executive Officer, Mr. V.C. Unnikrishnan, Chief Financial Officer and Mr. R. Ravi, Company Secretary. There has been no change in the Key Managerial Personnel during the year under review.

### APPOINTMENT OF MR. R. MAHESHKUMAR AS PRESIDENT

As a part of our ongoing effort to strengthen our Management Team the Company appointed Mr. R. Maheshkumar as President with effect from 1st November 2015. Mr. R. Maheshkumar, 46 is a Chartered Accountant with over 23 years' experience out of which more than 15 years has been with Media Industry.

### CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION & ANALYSIS REPORT AND OTHER INFORMATION REQUIRED UNDER THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required under Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") with the Stock exchanges, we continue to be a pioneer in benchmarking our corporate governance policies with the best in the media industry. The report on Management Discussion and Analysis, Corporate Governance as well as the Auditor's certificate regarding compliance of conditions of Corporate Governance forms part of the Annual Report.

Various information required to be disclosed under the Companies Act, 2013 and Schedule V of SEBI (LODR) Regulations, 2015 is set out in the Annexure - I and forms part of this report.

### AUDITORS AND SECRETARIAL AUDITORS

Pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No: 101049W) as the Auditors of the Company approved by the Shareholders at the 29th Annual General Meeting (AGM), for a term of three years, i.e. till the conclusion of 32nd AGM, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 32nd AGM of the Company to be held in the year 2017, at such remuneration plus applicable taxes, out-of-pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

As per the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Smt. Lakshmmi Subramanian, Senior Partner of M/s. Lakshmmi Subramanian & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as Annexure VI.

There are no qualifications, reservations or adverse remarks or disclaimers in the Auditors and Secretarial Auditors Report.