

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 Independent Director R. Ravivenkatesh COMPANY SECRETARY R. Ravi & COMPLIANCE OFFICER BANKERS Axis Bank Indian Bank City Union Bank Kotak Mahindra Bank Corporation Bank State Bank of India HDFC Bank Yes Bank **ICICI 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, Murugesa 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 **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

AUDIT COMMITTEE

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

NOMINATION & REMUNERATION COMMITTEE J. Ravindran Chairman

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

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STAKEHOLDERS RELATIONSHIP COMMITTEE

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

Chairman

Chairman

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	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2009-10 2008-09	2007-08
Revenue	2,558.25	2,395.21	2,243.62	2,096.78	1,817.62	1,817.62 1,757.37	1,923.71	1,395.01 1,008.20	1,008.20	861.06
Total Income	2,703.80	2,502.75	2,331.45	2,175.99	1,872.64	1,831.57	1,970.50	1,437.52 1,091.52	1,091.52	925.99
PBITDA	1,882.52	1,803.48	1,702.04	1,471.73	1,396.42	1,419.54	1,567.16	1,112.10	799.74	630.48
Operating Expenditure	821.28	699.27	629.41	633.40	440.73	356.70	365.82	284.46	236.61	239.18
Depreciation & Amortisation	391.14	485.02	587.83	453.34	413.18	443.00	447.38	285.44	184.92	113.03
Profit before Tax	1,490.35	1,490.35 1,134.24*	1,111.99	1,084.71	1,013.94	1,026.32	1,155.32	866.42	666.10	568.22
Profit after Tax	979.41	869.69	737.23	716.96	683.34	694.65	772.22	567.38	437.11	366.98
Equity Dividend %	200%	310%	225%	190%	190%	190%	175%	150%	50%	50%

Key Indicators

Particulars	2016-17	2015-16	2014-15	2014-15 2013-14 2012-13	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08
Earnings per share (Rs.)	24.85	22.07**	18.71	18.19	17.34	17.63	19.60	14.40	11.09	9.31
Book Value per share (Rs.)	102.50	89.26	85.76	80.49	73.41	67.12	60.54	51.13	45.49	37.32
PBITDA %	20%	72%	76%	20%	76%	80%	81%	80%	%17	72%
Net Profit Margin %	36%	35%	32%	33%	36%	38%	39%	39%	40%	40%
ROCE %	40%	38%	34%	36%	36%	40%	52%	45%	41%	43%
RONW %	26%	25%	23%	24%	25%	28%	35%	30%	27%	27%

** EPS includes the EPS on exceptional items (net) of Rs. 0.46.



Your Directors are pleased to present the Thirty Second Annual Report and Audited Financial Accounts of the Company for the financial year ended March 31, 2017.

FINANCIAL HIGHLIGHTS

The financial highlights for the year ended March 31, 2017 are given below:

(Rs. in Crores)

	Standalone for the year ended		Consolidated	
Particulars	-		for the yea	
	March 31,	March 31,	March 31,	March 31,
	2017	2016	2017	2016
Total Income	2,703.80	2,502.75	2,799.52	2,589.97
Total Expenditure	1,213.45	1,186.48	1,277.36	1,239.79
Profit before share of profit from				
Associates/Joint Ventures, exceptional				
items and tax	1,490.35	1,316.27	1,522.17	1,350.18
Share of profit from an associates and a				
joint ventures	-	-	28.75	30.95
Profit before exceptional item and tax	1,490.35	1,316.27	1,550.92	1,381.13
Exceptional items (net)	-	17.97	-	17.97
Profit before tax after exceptional				
items (net)	1,490.35	1,334.24	1,550.92	1,399.10
Income tax expense	510.94	464.55	520.25	476.79
Profit for the year	979.41	869.69	1,030.66	922.31
Profit for the year attributable to:				
- Owners of the Company	-	-	1,030.26	921.83
- Non- Controlling Interest	-	-	0.41	0.48
Other Comprehensive Income				
Net other comprehensive income not to				
be reclassified to profit or loss in				
subsequent periods	(0.98)	0.07	(1.53)	(0.05)
Other Comprehensive Income for the				
year attributable to:				
- Owners of the Company	-	-	1.53	0.05
- Non- Controlling Interest	-	-	-	-
Total comprehensive income for the year	978.43	869.76	1,029.13	922.26
Total Comprehensive Income for the				
year attributable to:				
- Owners of the Company	-	-	1,028.73	921.78
- Non- Controlling Interest	-	-	0.41	0.48
Total comprehensive income for the year	978.43	869.76	1,028.73	921.78
Retained Earnings at the beginning				
of the year	2,364.97	2230.39	2,321.38	2134.78
Interim Dividend	394.08	610.83	394.08	610.83
Tax on InterimDividend	80.23	124.35	80.23	124.35
Retained Earnings at the end of the year	2,869.09	2,364.97	2,875.80	2,321.38
Earnings Per Share (Face Value Rs.5/-)	24.85	22.07	26.15	23.40



SUMMARY OF OPERATIONS

The Total Income for the year ended March 31, 2017 was Rs. 2,703.80 crores as against Rs. 2,502.75 crores during the previous year ended March 31, 2016. Profit Before Tax after exceptional items was Rs. 1,490.35 crores as against Rs.1,334.24 crores in the previous year. Profit After Tax after exceptional items was Rs. 979.41 crores as against Rs. 869.69 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.

Your Company has launched the first 24 hours Malayalam comedy channel namely "Surya Comedy" effective from April 29, 2017. "Sun NXT" the all new digital content platform was also launched effective from June 12, 2017 enabling customers to watch their popular TV programmes in Tamil, Telugu, Malayalam and Kannada anytime and anywhere on their favorite devices.

DIVIDEND

In accordance with the Dividend Distribution Policy adopted by the Board and available on the website of the Company, the Board of Directors during the financial year ended March 31, 2017 the Board of Directors declared an Interim Dividends of Rs. 5.00/- per equity share (100%) of face value of Rs. 5.00/- each declared on February 10, 2017 and Rs. 5.00/- per equity share (100%) of face value of Rs. 5.00/- each declared on March 10, 2017 and have not recommended any Final Dividend. The dividend payout would result in a total dividend of 200%, i.e., Rs. 10.00/- per equity share of face value of Rs. 5.00/- each for the financial year ended March 31, 2017. (Prev. Year of 310%, i.e., Rs. 15.50/- per equity share of face value of Rs. 5.00/- each). The Payout ratio currently stands at 48.43%.

TRANSFER TO RESERVES

During the financial year 2016 - 17, no amount has been transferred to the General Reserve.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 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 March 31, 2017 and Balance Sheet at that date ("financial statements"), have been prepared as per Ind-AS as against I-GAAP Accounting Standards followed in the earlier years and proper explanation along with reconciliation have been provided in relation to material departures;
- Appropriate accounting policies have been selected and applied them 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;
- Þ The financial statements have been prepared on a going concern basis.
- P 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;

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, Mr. S. Selvam, Director of the Company will retire at the ensuing AGM and being eligible, seeks re-appointment. The Board of Directors recommend his re-appointment.

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

Mr. Kalanithi Maran was re-appointed as Whole Time Director designated as "Executive Chairman" of the Company for a period of 5 (five) years with effect from April 20, 2017 to April 19, 2022 through Postal Ballot dated April 19, 2017 under Section 110 of the Companies Act, 2013.

Mr. K. Vijaykumar was re-appointed as Managing Director & Chief Executive Officer of the Company for a period of 5 (five) years with effect from April 20, 2017 to April 19, 2022 through Postal Ballot dated April 19, 2017 under Section 110 of the Companies Act, 2013.

Mrs. Kavery Kalanithi was re-appointed as Whole Time Director designated as "Executive Director" of the Company for a period of 5 (five) years with effect from April 20, 2017 to April 19, 2022 through Postal Ballot dated April 19, 2017 under Section 110 of the Companies Act, 2013.

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.

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.

BUSINESS RESPONSIBILITY REPORT

As stipulated under the Listing Regulations, the Business Responsibility Report describing the initiatives taken by the Company from an environmental, social and governance perspective is attached as a part of the Annual Report and the said report will also be available on the website of the Company.

AUDITORS AND SECRETARIAL AUDITORS

Pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with the approval accorded by the Members at the 29th Annual General Meeting (AGM) held on September 26, 2014, and ratified by the Member at the 31st AGM held on September 23, 2016, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No: 101049W/E300004) retires as Statutory Auditors of the Company. Your Board places on record their appreciation for the services provided by M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company for close to two decades.



Based on the recommendations of the Audit Committee and upon review of confirmations of satisfaction of criteria as specified in Section 141 of the Companies Act, 2013 read with Rule 4 of Companies (Audit & Auditors) Rules, 2014, your Board had recommended to the Members appointment of M/s. Deloitte Haskins & Sells, LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as Statutory Auditors of the Company in place of retiring Statutory Auditors at the ensuing Annual General Meeting.

A proposal for appointment of M/s Deloitte Haskins & Sells, LLP, Chartered Accountants as Statutory Auditors of the Company until conclusion of 37th Annual General Meeting to be held in the year 2022, subject to ratification by Equity Shareholders every year, forms part of the Notice of ensuing Annual General Meeting.

As per the provisions of Section 204 of the Companies Act, 2013 and 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 V.

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

COSTAUDIT

In pursuance of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 M/s. S. Sundar & Associates, Cost Accountants, was engaged to carry out Audit of Cost Records of the Company. Requisite proposal seeking ratification of remuneration payable to the Cost Auditor forms part of the notice of ensuing Annual General Meeting.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In accordance with Section 135 of the Companies Act, 2013, the Company has constituted a Corporate Social Responsibility Committee. The CSR Committee of the Company has approved a CSR policy. The Annual Report on CSR activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended in Annexure I to this Report. Further details relating to the Corporate Social Responsibility Committee are provided in the Corporate Governance Report, which forms part of this report.

SUBSIDIARY COMPANIES

Your Company has two subsidiaries viz., M/s. Kal Radio Limited and M/s. South Asia FM Limited (SAFM). SAFM is a subsidiary which has been classified as Joint Venture (JV) as per Ind-AS in financial statements of the Company and accounted as per applicable Ind-AS accounting standard framework. There has been no material change in the nature of business of the subsidiaries. Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary. In terms of proviso to sub section (3) of Section 129 of the Act, the salient features of the financial statement of the subsidiaries is set out in the prescribed Form AOC – 1 as Annexure V which forms part of the annual report.

MATERIAL SUBSIDIARY COMPANY

As per Regulation 16 of the Listing Regulations, your Company has no material subsidiary company, whose turnover or net worth exceeds 20% of the consolidated turnover or net worth respectively of your Company and its subsidiaries in the immediately preceding accounting year.

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND

In terms of Section 125 (2) of the Companies Act, 2013, an amount of Rs. 0.02 Crores being unclaimed dividend pertaining to the financial year 2008-09, had been transferred during the current year to the Investor Education and Protection Fund established by the Central Government.

PUBLIC DEPOSITS

Your Company has not accepted any Deposits from the public in terms of Section 73 of the Companies Act, 2013 during the financial year under review.

PARTICULARS OF EMPLOYEES

Sun TV Network Limited had 1959 employees as of March 31, 2017 (previously 1906). In accordance with the provisions of Section 197 (12) of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the required information is provided in the Annual Report which forms part of this Report. However, as per the provisions of Section 136 of the Companies Act, 2013, the Annual Report is being sent to all the Shareholders of the Company excluding the aforesaid information. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

There were no material changes and commitments affecting the financial position of the Company occurred between the end of financial year to which this financial statements relate to and the date of this Report.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return as provided under Section 92 (3) of the Companies Act, 2013 is disclosed in Annexure II in the prescribed form MGT - 9 and forms part of this Report.

NUMBER OF MEETINGS OF THE BOARD

During the financial year, seven Board Meetings were held. The details of meetings are furnished in the Corporate Governance Report. The intervening gap between the Meetings did not exceed one hundred and twenty days.

INDEPENDENT DIRECTORS' DECLARATION

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

POLICY OF DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided in Section 178 (3) of the Companies Act, 2013 forms part of the report as Annexure VII. Further, information about elements of remuneration package of individual directors are provided in the extract of Annual Return as provided in the Annexure II - form MGT - 9.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

TRANSACTIONS WITH RELATED PARTIES

The information on material transactions with related parties pursuant to Section 134 (3) (h) of the Act, read with rule 8(2) of the Companies (Accounts) Rules, 2014, in Form AOC-2 is annexed to this report as Annexure III.



INTERNAL CONTROL

The information about internal controls is set out in the Management Discussion & Analysis Report, which is attached and forms part of report.

RISK MANAGEMENT

As per the provisions of Section 134 of the Companies Act, 2013 and Regulation 21 of the Listing Regulations, the Board has constituted a Risk Management Committee comprising of Independent Directors. The Risk Management is overseen by the Risk Management Committee of the Company on a continuous basis. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis. For details, please refer to the Management Discussion and Analysis report which form part of the Board's Report.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has practice of conducting structured induction and familiarization programme of the independent directors as detailed in the Corporate Governance Report which forms part of the Annual Report.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

As per Section 177 (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The details of policy are explained in the Corporate Governance Report.

PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARY/JOINT VENTURE

The financial position of each of the subsidiary/Joint Venture is provided in a separate statement AOC - 1, attached to the Financial Statement pursuant to first proviso of Section 129(3) of the Companies Act, 2013 as Annexure IV.

INDEPENDENT DIRECTORS' MEETING

As per Regulation 25 of the Listing Regulations, a separate meeting of Independent Directors was held during the financial year. The detailed information is given in the Corporate Governance Report.

BOARD EVALUATION

In terms of applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Board has carried out a formal annual evaluation of its own performance, the directors individually as well as the functioning of its committees. A detailed explanation has been given in the Corporate Governance Report.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adopted an Anti-Sexual Harassment policy in line with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. During the year under review no complaints on sexual harassment were received.

INFORMATION AS REQUIRED UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014

(A) CONSERVATION OF ENERGY

The Company is engaged in Satellite Television Broadcasting operations and the information, as intended under Section 134(3)(m) does not arise.

(B) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The Company uses the latest high definition (HD) digital technology in broadcasting its programs. The outdated technologies are constantly identified and updated with latest innovations.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs in Crores)

PARTICULARS	March 31, 2017	March 31, 2016
Foriegn Exchange Earnings	158.25	144.18
Foriegn Exchange Outgo	370.30	49.94

CONSOLIDATED FINANCIAL STATEMENTS

As required by Indian Accounting Standard – Ind AS 110 and Ind AS 27 on Consolidated Financial Statements issued by The Institute of Chartered Accountants of India, the Audited Consolidated Financial Statements of the Company are attached. The Audited Consolidated Financial Statements also account for the non-controlling interest of your Company's subsidiary.

CEO/CFO CERTIFICATION

The Managing Director & Chief Executive Officer and the Chief Financial Officer have submitted a certificate to the Board regarding the financial statements and other matters as required under Regulation 17(8) of the Listing Regulations, which forms part of the report.

APPRECIATION AND ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their deep appreciation of the dedication, hard work, solidarity, co-operation, support and commitment of employees at all levels in maintaining the sustained growth of your Company and remain in the forefront of media and entertainment business.

Your Directors thank and express their gratitude for the support and co-operation received from the Central and State Governments - mainly the Ministry of Information and Broadcasting and the Department of Telecommunication - and other stakeholders including viewers, producers, vendors, financial institutions, banks, investors, service providers as well as regulatory and governmental authorities and stock exchanges, for their continued support.

On behalf of the Board

Place: Chennai Date: August 11, 2017 Kalanithi Maran Chairman