



# SUN TV NETWORK LIMITED

Murasoli Maran Towers, 73, MRC Nagar Main Road, MRC Nagar, Chennai- 600 028, Tamil Nadu, India.  
Tel : +91 -44-4467 6767, Fax : +91 -44-4067 6161 Email: [tinfo@sunnetwork.in](mailto:tinfo@sunnetwork.in)  
Website: [www.suntv.in](http://www.suntv.in) CIN.: L22110TN1985PLC012491

1<sup>st</sup> April, 2025

BSE Limited  
Floor No. 25, P J Towers,  
Dalal Street,  
Mumbai – 400 001

National Stock Exchange of India Limited  
Exchange Plaza Bandra  
BandraKurla Complex, Bandra (E)  
Mumbai – 400 051

Scrip Code: 532733, Scrip Id: SUNTV

Symbol: SUNTV, Series: EQ

**Ref: Disclosure under Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 read with Sub-Para 1.2 of Para A1 of Annexure I of Circular bearing number SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 issued by SEBI regarding the approval of Scheme of Amalgamation.**

Dear Sir(s) / Madam,

In furtherance to our letter dated 4<sup>th</sup> January 2024, we write to inform you that the Hon'ble National Company Law Tribunal, Division Bench II, Chennai have approved the Scheme of Amalgamation of Udaya FM Private Limited with Kal Radio Limited under Sections 230 and 232 of the Companies Act, 2013 on 21<sup>st</sup> March 2025 and the said order was communicated to the Company on 1<sup>st</sup> April 2025.

The copy of the Order as available on the website of the NCLT is enclosed herewith. The certified copy of the said order of NCLT is awaited.

The final Amalgamated Company is Kal Radio Limited, a Subsidiary of Sun TV Network Limited.

This is for your information and records.

For Sun TV Network Limited

R Ravi  
Company Secretary & Compliance Officer

Encl: A/a





**IN THE NATIONAL COMPANY LAW TRIBUNAL,  
DIVISION BENCH - II, CHENNAI**

Under Sections 230 to 232 of the Companies Act, 2013

*In the matter of scheme of amalgamation between Udaya FM Private Limited with  
KAL Radio Limited and their respective shareholders and creditors*

**CP(CAA)/52(CHE)2024 in CA(CAA)/14(CHE)2024**

**KAL RADIO LIMITED**

CIN No.: U92131TN2005PLC57755

Having its registered office at  
Murasoli Maran Towers, No. 73,  
MRC Nagar Main Road,  
MRC Nagar,  
Chennai – 600 028.

*... Petitioner/Transferee Company*

*Order Pronounced on 21<sup>st</sup> March, 2025*

**CORAM**

**SHRI. JYOTI KUMAR TRIPATHI, MEMBER (JUDICIAL)**  
**SHRI. RAVICHANDRAN RAMASAMY, MEMBER (TECHNICAL)**

|                       |  |
|-----------------------|--|
| <i>For Petitioner</i> | <i>: Ms. Swetha Subramanian, Advocate</i>    |
| <i>For RD</i>         | <i>: Mr. Avinash Krishnan Ravi, Advocate</i> |
| <i>For OL</i>         | <i>: Mr. B. Palani and Ms. Sree Kumari</i>   |

**ORDER**

The hearing of this Company Petition has been conducted  
through hybrid mode.





2. This Company Petition has been filed by the Petitioner Company above named for the purpose of the approval of the Scheme of Amalgamation between **UDAYA FM PRIVATE LIMITED** ("Transferor Company") with **KAL RADIO LIMITED** ("Transferee Company") under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (for brevity 'the Rules'), in pursuant to the Scheme proposed by the Petitioner Company (hereinafter referred to as the 'SCHEME'). The said Scheme is annexed at "*Page Nos. 33 – 49* " of the Company Petition typeset i.e., **CP/CAA/52/CHE/2024**.

3. **1<sup>ST</sup> MOTION APPLICATION – IN BRIEF**

3.1. The Transferee Company had filed First Motion Application vide CA(CAA)/14/(CHE)/2024 seeking directions as follows:

|                       | EQUITY<br>SHAREHOLDERS          | PREFERENCE<br>SHAREHOLDER       | SECURED<br>CREDITORS               | UNSECURED<br>CREDITORS             |
|-----------------------|---------------------------------|---------------------------------|------------------------------------|------------------------------------|
| TRANSFEEEE<br>COMPANY | To dispense with<br>the meeting | To dispense with<br>the meeting | To dispense<br>with the<br>meeting | To dispense<br>with the<br>meeting |





3.2. Based on such application moved under Sections 230-232 of the Companies Act, 2013, directions were issued by this Tribunal, vide order dated **12.07.2024** dispensing the meetings of the Equity, Preference Shareholders, Secured and Unsecured Creditors of Transferee Company.

#### 4. **RATIONALE OF THE SCHEME**

4.1. The Transferor Company and Transferee Company, both are engaged in the business of FM radio broadcasting business and their proposed merger will create synergies between the business, including, pooling of their financial, managerial, technical, distribution, marketing and other resources.

4.2. The amalgamation is expected to, inter alia, result in reduction of costs, better alignment, coordination and streamlining of day-to-day operations of the entities.

4.3. The amalgamation will result in earning predictability, stronger revenue and improved competitiveness. This will provide Transferee Company with size and scale and hence, with greater opportunities to secure investments from new set of





financial investors and will enhance Transferee Company's ability to raise further capital from the financial markets.

5. In the Second Motion Petition filed by the Petitioner Company, this Tribunal vide order dated 19.08.2024 directed the Petitioner Company to issue notice to the Statutory / Regulatory Authorities viz. (i) Regional Director (Southern Region), Chennai (ii) Registrar of Companies, Chennai, (iii) Official Liquidator and (iv) Jurisdictional Income Tax Officer, (v) Ministry of Information and Broadcasting and other sectoral regulators, who may govern the working of the respective companies, as well as for paper publication to be made in "Financial Express", English (All India Edition) and "Malai Malar" Tamil (Tamil Nadu Edition).
6. In compliance to the said directions issued by this Tribunal, the Petitioner Company filed an affidavit of service before the Registry of this Tribunal on **21.10.2024** vide **SR No.5127**. A perusal of the same discloses that the Petitioner Company effected the paper publications as directed by the Tribunal in "Financial Express" (All India Edition) in English and "Malai Malar" (Tamil Nadu Edition) in Tamil on 10.09.2024. It is also seen that notices





were also served to (i) Regional Director, Southern Region, Chennai on 05.09.2024, (ii) Registrar of Companies, Chennai on 05.09.2024, (iii) Official Liquidator on 05.09.2024 (iv) Income Tax Department, Chennai on 24.09.2024, v) Ministry of Information and Broadcasting on 09.09.2024 and the proof of the same by way of affidavits have been filed. Pursuant to the service of notice of the petition following statutory authorities have responded as follows:

## **7. STATUTORY AUTHORITIES**

### **7.1. REGIONAL DIRECTOR**

The Regional Director, Southern Region (*hereinafter referred to as 'RD'*) Chennai has filed his Report before this Tribunal on **18.11.2024** vide **S.R.No.5534** and has stated in Para 8 of the RD Report that clause 8 of Part-II of the Scheme provides that upon the scheme becoming effective and in consideration of the Amalgamation of the Transferor Company with the Transferee Company, pursuant to Part - III of the Scheme, the Transferee Company shall, without any further act or deed and without any further payment, basis of valuation report, issue and allot to the





shareholders of the Transferor Company (whose name is recorded in the register of members of the Transferor Company, as holding equity shares on the Record Date) such number of equity shares in the Transferee Company in the following manner, each of free and clear of all encumbrances, validly issued and fully paid-up:

*"41,965 (forty-one thousand, nine hundred and sixty-five) fully paid-up equity shares of INR 10 (Indian Rupees Ten) each of Transferee Company for every 10,000 (Ten Thousand) equity shares held in Transferor Company."*

7.2. It is submitted in para 9 of the RD report that Clause 4 of Part-II of the Scheme provides that upon the Scheme becoming effective, the Transferee Company shall account for the amalgamation of the Transferor Company, together, in its books of account in accordance with accounting principles as laid down in the Indian Accounting Standard 103 (Business Combinations), notified under Section 133 of the Act read with Companies (Indian Accounting Standards), Rules, 2015.





7.3. It is submitted in Para 10 of the report that Clause 11 of Part-III of the scheme provides that upon the scheme becoming effective, all the employees of the Transferor Company shall be transferred to and engaged by the Transferee Company, without any interruption of service and on the basis of continuity of service, and on such terms and conditions as are no less favourable than those on which they are currently engaged by the Transferor Company, without any further act or deed pursuant to the vesting order of Hon'ble NCLT, sanctioning this Scheme.

7.4. It is submitted in the para 11 of the report that Clause 9 of Part-III of the Scheme provides that upon the scheme becoming effective, the authorized capital of the Transferor Company, as set out in this scheme but prior to the issuance and allotment of equity shares under Clause 9 above, the authorized share capital of the Transferor Company shall be deemed to be added to and combined with the Authorized Capital of the Transferee Company Further, it is also stated that in accordance with Section 232(3)(i) of the Act and Applicable law, the stamp duties and/fees (including registration fees) paid on the authorised capital of the





Transferor Company shall be utilized and applied to the increased authorized share capital of the Transferee Company pursuant to Clause 9.1 above and no stamp duties and fees would be payable for increase in the authorized share capital of the Transferee Company to the extent of fees already paid in relation to the authorized share capital of the Transferor Company. Hence, the Hon'ble Tribunal may direct the Transferee Company to submit an undertaking to pay the differential fees if any, arising out of the increase in the authorized capital and also to file necessary amendment of MOA & AOA.

7.5. It is submitted in para 12 of the report that Clause 6 of Part-III of Scheme provides that upon the scheme becoming effective, the Transferor Company shall stand dissolved, without winding up.

7.6. It is submitted in para 13 of the RD report that the report dated 13.11.2024 of ROC, Chennai, the Transferor and Transferee Companies are regular in filing their statutory returns and filed upto financial year ending 31.03.2023. It is further stated that as per the ROC report, there is no prosecution/complaint/inspection





or investigation pending against the Companies involved in the Scheme of Amalgamation.

7.7. It is stated in para 15 of the RD report that after examining the Scheme, the RD has decided not to make any objections to the Scheme.

## 8. OFFICIAL LIQUIDATOR

8.1. In relation to the Official Liquidator, (*hereinafter referred to as 'OL'*) to whom the notice was issued, he has filed the Report before this Tribunal stating that they have appointed M/s. R. Govindan & Co., Chartered Accountant firm from the panel list of Chartered Accountants of the Hon'ble High Court, Madras to verify into the affairs of the Transferor Company. It is stated that the said Chartered Accountant firm has verified the books and accounts and other records of the above-mentioned Transferor Company and submitted its report on 24.10.2024. Copy of the same is enclosed herewith and marked as **Annexure**. It is reported from the Scrutiny/inspection that:-

a) As per the scheme of amalgamation, the scheme has been drawn up to comply with the conditions relating to





Amalgamation as specified under section 2(1B) of the Income Tax Act, 1961. Reasons for amalgamation are stated in the petition filed before the Hon'ble NCLT, Chennai. The shareholding and other rights of the members of the Transferee Company will remain unaffected as entire assets and liabilities are merged with the transferee company at book value.

b) As per the scheme of merger, it is stated that in consideration of the transfer and vesting of the Transferor Company in the Transferee Company, consideration of 41,965 (Forty-One Thousand Nine Hundred and Sixty-Five) fully paid up equity shares of Rs.10 each of the Transferee Company for every 10000 (Ten Thousand) equity shares held in Transferor Company shall be issued by the Transferee Company as determined by the register valuer.

c) As per the scheme, the Transferee Company shall ensure continuance of the length of service of the employees of the Transferor Company if any in service from the effective date of amalgamation and also ensure that the terms and condition of service applicable to employees after coming into force of this





scheme shall not in any way be less favourable to them than those to which they were entitled to immediately before the transfer.

d) The Chartered Accountants have inspected the records of the company as available with the Registrar of Companies, Chennai through the MCA 21 portal after paying the necessary fees and as provided by the company during their physical visit for the purpose of carrying out verification of records of the Transferor Company. The Chartered Accountants have not come across any matter in which the company has contravened the provisions of the Companies Act, 2013.

e) The Transferor Company is regular in filing its statutory return. The Chartered Accountant have been informed that there were no complaints/prosecutions launched against the Transferor Company as well as against the directors for the violation of the Companies Act, 2013. and the company have not been inspected under section 210 of the Companies Act, 2013 and no investigation proceeding is pending against the company.

g) The Chartered Accountants have scrutinized and inspected the statutory books maintained by the company such as minutes of





the Board meetings, Annual General Meetings and Extra Ordinary General Meetings.

h) The Chartered Accountant have scrutinized and inspected the books of accounts and reported that books and records of the company are maintained in accordance with the generally accepted auditing practices in India and they have not come across any instance of fraud on or by the company, noticed or reported since the incorporation of the company to till date. Also wherever required, they got proper clarifications/explanations from the executives of the Transferor Company.

8.2. It is submitted in para 5 of the report that in accordance to the basis of documents produced before the Official Liquidator and on the basis of the documents available in the MCA data base and also considering the facts mentioned by the Chartered Accountants in their report dated 24/10/2024, the Official Liquidator is of the view that the petition may be considered fairly as the affairs of the Transferor Company have not been conducted in a manner prejudicial to the interest of its creditors or public.





## 9. VALUATION REPORT

The Learned Counsel for the Petitioner Company has invited the attention of this Tribunal to the Valuation Report obtained from one Mr. Anand Krishnakumar, Registered Valuer with Registration number as IBBI/RV/02/2019/11508 dated 15.12.2023, wherein the Valuer states that, in his opinion the exchange value as, *"41,965 (Forty One Thousand Nine Hundred and Sixty Five) fully paid up equity shares of INR 10 (Indian Rupees Ten) each of Transferee Company for every 10,000 (Ten Thousand) equity shares held in Transferor Company."*

## 10. ACCOUNTING TREATMENT

The Learned Counsel for the Petitioner Company has stated that the Statutory Auditors of the Petitioner Companies have examined the Scheme and certified that the Petitioner Companies have complied with proviso to Section 230-232 and the Accounting Treatment contained in the proposed Scheme of Amalgamation is in compliance with the Applicable Indian Accounting Standards. The Certificates issued by the Statutory Auditors certifying the





Accounting Treatment of the Transferor and Transferee Company is annexed at Pages 125 - 127 of this Petition.

## 11. OTHER STATUTORY AUTHORITIES

11.1 Despite notice having been served on 05.09.2024 and paper publication made on 10.09.2024 in both “Financial Express” (All India Edition) in English and “Malai Malar” (Tamil Nadu Edition) in Tamil, there is no representation from the other statutory Authorities viz, Department of Income Tax and Ministry of Information and Broadcasting. Under such circumstances this Tribunal in terms of Section 230(5) of the Companies Act, 2013 presumes that the Department of Income Tax and Ministry of Information and Broadcasting does not have any objection to the sanction of the Scheme.

11.2. In Company Petition CAA-284/ND/2018 vide Order dated 12.11.2018, the NCLT New Delhi made the following observations with regard to the right of the IT Department in the Scheme of Amalgamation,

*“taking into consideration the clauses contained in the Scheme in relation to liability to tax and also as insisted upon by the Income Tax*





*and in terms of the decision in RE: Vodafone Essar Gujarat Limited v. Department of Income Tax (2013)353 ITR 222 (Guj) and the same being also affirmed by the Hon'ble Supreme Court and as reported in (2016) 66 taxmann.com.374(SC) from which it is seen that at the time of declining the SLPs filed by the revenue, however stating to the following effect vide its order dated April 15,2015 that the Department is entitled to take out appropriate proceedings for recovery of any statutory dues from the transferor or transferee or any other person who is liable for payment of such tax dues, the said protection be afforded is granted. With the above observations, the petition stands allowed and the scheme of amalgamation is sanctioned."*

## **12. OBSERVATIONS OF THIS TRIBUNAL**

12.1. After analyzing the Scheme in detail, this Tribunal is of the considered view that the scheme as contemplated amongst the petitioner company seems to be *prima facie* beneficial to the Company and will not be in any way detrimental to the interest of the shareholders or creditors of the Company. In view of the absence of any other objections having been placed on record before this Tribunal and since all the requisite statutory compliances have been fulfilled, this Tribunal sanctions the Scheme of Amalgamation appended at "**Pages 33-49**" of the





Company Petition typeset filed in CP(CAA)/52(CHE)/2024 as well as the prayer made therein.

12.2. Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this Tribunal will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the petitioners.

12.3. While approving the Scheme as above, it is clarified that this order should not be construed as an order in any way granting exemption from payment of stamp duty, taxes or any other charges, if any, payment is due or required in accordance with law or in respect to any permission/compliance with any other requirement which may be specifically required under any law.

**13. THIS TRIBUNAL DO FURTHER ORDER:**

- (i) That all properties, rights and powers of Transferor undertaking be transferred without further act or deed to the Transferee Company and accordingly the same shall pursuant to Section 232 of the Companies Act, 2013 be transferred to and vested in the Transferee Company for all intents, purposes and interest of





the Transferor undertaking subject nevertheless to all changes now affecting the same; and

- (ii) That all the liabilities, (if any) and powers, engagements, obligations and duties of the Transferor undertaking shall pursuant to Section 232 (3) of the Companies Act, 2013 without further act or deed be transferred to the Transferee Company and accordingly the same shall become the liabilities and duties of the Transferee Company; and
- (iii) That all proceedings now pending by or against the Transferor undertaking shall be continued by or against the Transferee Company; and
- (iv) That all the services of all the employees of the Transferor Company employed in the Transferor undertaking shall stand transferred to the Transferee Company on the same terms and conditions at which these employees are engaged by the Transferor Company without any interruption of service as a result of the transfer; and
- (v) That the Transferee Company do without further application allot to such members of the Transferor Company, as have not given such notice of dissent, as is required by ***Clause 8.1 of Part III the SCHEME*** herein the shares in the Transferee Company to which they are entitled under the said SCHEME.
- (vi) That the Transferee Company shall file the revised Memorandum and Articles of Association with the concerned





Registrar of Companies and further make the requisite payments of the differential fee (if any) for the enhancement of authorized capital of the Transferee Company after setting off the fees paid by the Transferor Company.

- (vii) That the Appointed date for the Scheme shall be **01.04.2023**.
- (viii) That the Petitioner Company, shall within thirty days of the date of the receipt of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered, the Transferor undertaking shall be deemed to be transferred; and
- (ix) That any person interested in the Scheme, shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary;

**14.** Accordingly, the Company Petition stands **allowed** on the afore mentioned terms.

**-Sd-**

**RAVICHANDRAN RAMASAMY**  
MEMBER (TECHNICAL)

**-Sd-**

**JYOTI KUMAR TRIPATHI**  
MEMBER (JUDICIAL)