

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 Kalaignar 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. Kavery Kalanithi as Director:

To appoint a Director in the place of Mrs. Kavery 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.

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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.

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User - ID	For Shareholder(s) / Beneficial Owner(s) Holding Shares In Demat Form:- a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID b) For CDSL:- 16 Digits Beneficiary ID For Members holding shares in Physical Form:- <ul style="list-style-type: none"> • Folio Number registered with the company
Password	Your Unique password is printed on the AGM Attendance Slip / sent via email forwarded through the electronic notice.
Captcha	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 / FII's / 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 with a copy to 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 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

Route Map		
<p align="center">31st Annual General Meeting</p> <p>Date : 23rd September 2016 Day : Friday Time : 10.00 am Venue : Kalaignar Arangam, Anna Arivalayam, 367 / 369, Anna Salai, Teynampet, Chennai - 600 018.</p>		
		