

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 Second 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 22nd day of September 2017 at 10.00 AM to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company prepared under Indian Accounting Standards (Ind-AS) as on a standalone and consolidated basis, for the financial year ended March 31, 2017 including the Balance Sheet as at March 31, 2017, the Statement of Profit & Loss Account for the financial year ended on that date and the Reports of the Board of Directors (the Board) and Auditors thereon.

2. Confirmation of Interim Dividend:

To confirm the 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 already paid, as final dividend for the financial year ended March 31, 2017.

3. Re-appointment of Mr. S. Selvam as Director:

To re-appoint a Director in the place of Mr. S. Selvam (DIN 00727439) who retires by rotation and being eligible, offers himself for re-appointment.

4. 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 and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (ICAI Firm Registration No. 117366W/W-100018), Chennai be and hereby appointed as Statutory Auditors of the Company in the place of retiring Auditors, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No: 101049W/E300004), to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty seventh AGM of the Company to be held in the year 2022 (subject to ratification of their appointment at every AGM), at such remuneration plus applicable taxes, out of pocket expenses, if any, to be fixed by the Board of Directors.”

SPECIAL BUSINESS

5. Ratification of Remuneration of Cost Auditor:

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 148 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the company hereby approves and ratifies the remuneration of Rs. 2,20,000/- (Rupees Two Lakh And Twenty Thousand Only) per year plus applicable taxes and out of pocket expenses payable to M/s. S. Sundar & Associates, Cost Accountants, [Registration No: 101188] for conducting the audit of cost records of the company for the financial years ending March 31, 2017 and March 31, 2018.”

BY ORDER OF THE BOARD

Place: Chennai

Date: August 11, 2017

R. RAVI

COMPANY SECRETARY

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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.

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 32nd 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. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of Special Business is attached herewith.
5. In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, on recommendation of the Audit Committee, the Board of Directors have recommended for consideration at the Annual General Meeting the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as the Statutory Auditors in place of retiring Statutory Auditors M/s. S.R. Batliboi & Associates., LLP, Chartered Accountants, for a period of five years i.e. until the conclusion of the 37th AGM of the Company to be held in the year 2022, subject to ratification of their appointment by the Shareholders at every AGM, at such remuneration as may be determined by the Board of Directors of the Company.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, have provided requisite consent and certifications under Section 139 and other applicable provisions of the Companies Act, 2013 and has confirmed that they hold valid certificate issued by the Peer Review Board of ICAI as required under SEBI Listing Regulations.

6. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 his appointment/re-appointment.
7. The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited. The Register of Members and Share Transfer books of the Company will remain closed from September 15, 2017 to September 22, 2017 (both days inclusive).
8. 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.
9. 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.
10. 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.
11. 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 e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically at the 32nd Annual General Meeting (AGM) through e-voting service provided by M/s. Karvy Computershare Private Limited

12. Procedure for e-voting

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 15, 2017 only shall be entitled to avail the facility of remote e-voting. The e-voting period will commence from Tuesday, September 19, 2017 at 9.00 am and will end at 5.00 pm on Thursday, September 21, 2017. The e-voting module will be disabled on September 21, 2017 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 15, 2017.

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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:

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

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:- • 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.

- iii) After entering these details appropriately, click on "LOGIN".
- iv) 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.
- v) You need to login again with the new credentials. On successful login, system will prompt to select the 'Event' i.e., 'Sun TV Network Limited'.
- vi) 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.
- vii) 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'.
- viii) 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.
- ix) 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.
- x) 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".
- xi) 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.
- xii) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three 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.

ANNEXURE TO NOTICE

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013) in respect of Item No.5

The Board of Directors of the Company at their meeting held on August 19, 2016 and August 11, 2017 has, on recommendation by the Audit Committee, appointed M/s. S. Sundar & Associates, Cost Accountants, [Registration No: 101188] as the Cost Auditors of the Company for the financial year ending March 31, 2017 and March 31, 2018 respectively at a remuneration of Rs. 2,20,000/- (Rupees Two Lakh And Twenty Thousand Only) per year plus applicable taxes and re-imbursment of out of pocket expenses as determined by the Board based on the recommendation of Audit Committee.

As per Section 148 of the Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. The Board considers the remuneration payable to the Cost Auditor as fair and recommends the resolution contained in Item No: 5 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

Place: Chennai
Date: August 11, 2017

BY ORDER OF THE BOARD
R. RAVI
COMPANY SECRETARY

**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	Mr. S. Selvam
Brief Profile	Mr. S. Selvam, aged about 77 years, is a Non-Executive Director of the Company who joined the Board in August 10, 2008 who is a graduate in Arts from Madras University and has over three decades of tremendous and rich experience in the media industry. He produced about 40 films in South Indian regional languages and scripted number of regional films.
Directorship held in other Companies (Excluding Private Companies and Foreign Companies)	Nil
Memberships / Chairmanships of Committees in Public Companies	Nil
Shareholding	68,59,805
Relationships between Directors inter-se	Nil

Route Map
<p align="center">32nd Annual General Meeting</p> <p>Date : 22nd September 2017 Day : Friday Time : 10.00 am Venue : Kalaighnar Arangam, Anna Arivalayam, 367 / 369, Anna Salai, Teynampet, Chennai - 600 018.</p>
