

## 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 Third 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 7<sup>th</sup> day of September 2018 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, 2018 including the Balance Sheet and 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. 2.50/- per equity share (50%) of face value of Rs. 5.00/- each declared on August 11, 2017, November 10, 2017, February 9, 2018 and on March 12, 2018 already paid, as final dividend for the financial year ended March 31, 2018.

3. Re-appointment of Mr. K. Vijaykumar as Director:

To re-appoint a Director in the place of Mr. K. Vijaykumar, (DIN 03578076) who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

4. Ratification of Remuneration of Cost Auditor:

"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 Twenty And Thousand Only) 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 year ending March 31, 2019."

**BY ORDER OF THE BOARD**

Place: Chennai

Date: August 10, 2018

**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.

**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 33rd Annual General Meeting of the company.**

**NOTICE TO THE SHAREHOLDERS**

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 his appointment/re-appointment.
5. The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited.
6. The shareholders holding the shares in physical form are requested to update his/her PAN and bank account details with the Company, as mandated by the Securities and Exchange Board of India (SEBI) vide its circular no SEBI / HO / MIRSD / DOP1 / CIR / P / 2018 / 73 dated April 20, 2018. A Separate communication in this regard has been enclosed individually to all the shareholders, who have held the shares in physical form. Also, the SEBI vide its notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that with effect from December 5, 2018, any requests for effecting transfer of securities, shall not be processed unless the securities are held in the dematerialized form with a depository. The members are requested to take note of the same and initiate necessary steps to dematerialise your shares, which are held in physical form.
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 advice 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.

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 E-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically at the 33rd 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 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. August 31, 2018 only shall be entitled to avail the facility of remote e-voting. The e-voting period will commence from Tuesday, September 4, 2018 at 9.00 am and will end at 5.00 pm on Thursday, September 6, 2018. The e-voting module will be disabled on September 6, 2018 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. August 31, 2018.

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.

## NOTICE TO THE SHAREHOLDERS

<b>User - ID</b>	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
<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.

- 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.
- vi) On successful login, system will prompt to select the 'Event' i.e., 'Sun TV Network Limited'.
- vii) 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.
- viii) 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'.
- ix) 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.
- x) 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.
- xi) Corporate / Institutional Members (Corporate / Fls / 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".
- xii) 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.
- xiii) The Scrutinizer, after scrutinizing 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](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 Number 31 & 32, Financial District, Gachibowli, Hyderabad – 500 032.

12. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of Special Business is attached herewith.

**ANNEXURE TO NOTICE**

**Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice:

The Board of Directors of the Company at their meeting held on August 10, 2018 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 March 31, 2019 at a remuneration of Rs. 2,20,000/- (Rupees Two Lakh And Twenty Thousand Only) plus applicable taxes and re-imbusement of out of pocket expenses as determined by the Board.

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: 4 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Place: Chennai  
Date: August 10, 2018

**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. K. Vijaykumar
Brief Profile	Mr. K. Vijaykumar, aged 53 years holds a Bachelor's Degree in Engineering from Bangalore University. He was appointed as the Managing Director & Chief Executive Officer of the Company with effect from April 20, 2012 and has over two decades of tremendous and rich experience in the media industry. He had been associated with Sun TV Network Limited since 1992. He is actively involved in the business and operations of Sun TV Network Limited including monitoring and execution of strategic initiatives.
Directorship held in other Companies (Excluding Private Companies and Foreign Companies)	M/s. Kal Radio Limited
Memberships / Chairmanships of Committees in Public Companies	He is Member of Audit Committee of M/s. Kal Radio Limited.
Shareholding	96 Equity Shares
Relationships between Directors inter-se	Nil

Route Map	
<b>33<sup>rd</sup> Annual General Meeting</b>	
Date :	7 <sup>th</sup> September 2018
Day :	Friday
Time :	10.00 am
Venue :	Kalaignar Arangam, Anna Arivalayam, 367 / 369, Anna Salai, Teynampet, Chennai - 600 018.
	