

SUN TV NETWORK LIMITED

Regd. Office: Murasoli Maran Towers, 73, MRC Nagar Main Road, MRC Nagar, Chennai-600028

CIN: L22110TN1985PLC012491

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NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Twenty Ninth 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 26th day of September 2014 at 10.00 AM to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements as at March 31, 2014 including the Audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors (the Board) and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. S. Selvam, (DIN 0077439) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard 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 of the Board of Directors M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (ICAI Firm Registration No: 101049W), Chennai be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty-second AGM of the Company to be held in the year 2017 (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, on the recommendation of the Audit Committee of the Board.

SPECIAL BUSINESS

5. Appointment of Mr. R. Ravivenkatesh as an Independent Director of the Company

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Companies Act 2013, Mr. R. Ravivenkatesh (DIN 03565108), who retires by rotation at this AGM, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a fixed term from September 26, 2014 to September 25, 2019.

6. Appointment of Mr. M.K. Harinarayanan as an Independent Director of the Company.

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Companies Act 2013, Mr. M.K. Harinarayanan (DIN 00545128), who retires by rotation at this AGM, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a fixed term from September 26, 2014 to September 25, 2019.

NOTICE TO THE SHAREHOLDERS

7. Appointment of Mr. J. Ravindran as an Independent Director of the Company.

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Companies Act 2013, Mr. J. Ravindran (DIN 00550700), who retires by rotation at this AGM, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a fixed term from September 26, 2014 to September 25, 2019.

8. Appointment of Mr. Nicholas Martin Paul as an Independent Director of the Company.

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Companies Act 2013, Mr. Nicholas Martin Paul (DIN 00542620), who retires by rotation at this AGM, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a fixed term from September 26, 2014 to September 25, 2019.

9. Ratification of Remuneration of Cost Auditors for the financial year 2014-15

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 sections 141, 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 Lakhs and Twenty Thousand Only) plus applicable taxes and out of pocket expenses payable to M/s. S. Sundar & Associates, Cost Accountants, [Registration No: 101188] Old No: AP-563, New No: 24, 4th Sector, 17th Street, KK Nagar, Chennai – 600078 for conducting the audit of cost records of the company for the financial year 2014-15 as approved by the Board of Directors on the recommendation of the Audit Committee.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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73, MRC Nagar Main Road,
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May 23, 2014

BY ORDER OF THE BOARD

R. RAVI
COMPANY SECRETARY

NOTICE TO THE SHAREHOLDERS

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
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 hour before the commencement of the 29th 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. With effect from April 1, 2014, inter alia, provisions of Section 149 of Companies Act, 2013 has been brought into force. In terms of the said section read with section 152 (6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors. Profile of Directors seeking re-appointment as stipulated in terms of Clause 49 of the Listing Agreement with the stock exchanges is provided in annexure to notice which forms an integral part of this annual report.
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 19, 2014 to September 26, 2014 (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 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. 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 Clause 35B of the Listing Agreement, 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 29th Annual General Meeting (AGM) through e-voting service provided by M/s. Karvy Computershare Private Limited. E-voting is optional.
11. **The Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of Special Business(s) is attached herewith.**

NOTICE TO THE SHAREHOLDERS

ANNEXURE TO THE 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 Nos. 5 to 9 of the accompanying Notice:

Item No. 5 to 8

Pursuant to the provisions of section 149 of the Companies Act, 2013 read with Schedule IV of the Act which came in to effect from April 1, 2014, every listed and such other class or classes of companies are required to have atleast one-third of the total number of directors or minimum two in case of unlisted public company as independent directors, who can hold office for a term up to 5 (five) consecutive years on the Board of a company and are not liable to retire by rotation.

The Nomination & Remuneration Committee has recommended the appointment of these directors as Independent Directors for a term up to 5 (five) consecutive years from September 26, 2014 to September 25, 2019.

Mr. R. Ravivenkatesh, Mr. M.K. Harinarayanan, Mr. J. Ravindran & Mr. Nicholas Martin Paul, Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act in DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules 2014, and intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules 2014 that they are not disqualified to become a Director under section 164(2) if the Companies Act, 2013. It is further confirmed that, in the opinion of the Board, each of these directors fulfills the conditions specified in the Act and the Rules framed thereunder and they are independent of the management.

The Company has received a notice under section 160 of the Act from the member(s) proposing Mr. R. Ravivenkatesh, Mr. M.K. Harinarayanan, Mr. J. Ravindran & Mr. Nicholas Martin Paul, as candidates for the office of Director of the Company along with the Refundable Deposit of Rs. 1.00 lakh each.

Copy of the draft letter for appointment of each of them as Independent Director setting out the terms and conditions of appointment of independent directors as approved by the Board, are open for inspection by a member on any working day of the Company between 11.00 AM and 1.00 PM. This will also be posted on Company's website.

The Board considered that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the resolution for the approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP (except the aforesaid concerned Independent Directors) are concerned or interested in the Resolution at Item No. 5 to 8 of the accompanying Notice. None of the Directors are related inter-se to each other.

Details of Independent Directors, whose appointment is proposed at Item Nos. 5 to 8 of the accompanying notice, are furnished in the annexure pursuant to the clause 49 of the Listing Agreement, which forms an integral part of this notice.

Item No: 9

The Board of Directors of the Company at their meeting held on May 23, 2014 has, on recommendation by the Audit Committee, re-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, 2015 at a remuneration of Rs. 2,20,000/- (Rupees Two Lakhs and Twenty Thousand Only) plus applicable taxes and re-imburement of out of pocket expenses as determined by the Board based on the recommendation of Audit Committee.

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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: 9 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. 9 of the accompanying Notice.

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May 23, 2014

BY ORDER OF THE BOARD

R. RAVI
COMPANY SECRETARY