

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Kalanithi Maran	Executive Chairman
Mr. K. Vijaykumar	Managing Director & Chief Executive Officer
Mr. S. Selvam	Director
Mrs. Kavery Kalanithi	Executive Director
Mr. J. Ravindran	Independent Director
Mr. M.K. Harinarayanan	Independent Director
Mr. Nicholas Martin Paul	Independent Director
Mr. R. Ravivenkatesh	Independent Director

### COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. R. Ravi

### BANKERS

City Union Bank Limited, Mandaveli, Chennai - 28  
 Royal Bank of Scotland, N.V., Chennai - 31  
 Kotak Mahindra Bank Limited, Annasalai, Teynampet, Chennai - 18  
 Standard Chartered Bank, Haddows Road, Chennai - 6  
 The Karur Vysya Bank Limited, Anna Salai, Teynampet, Chennai - 18  
 ICICI Bank Limited, Cenotaph Road, Teynampet, Chennai - 18  
 HDFC Bank Limited, ITC Centre, Chennai - 2  
 Axis Bank Limited, Mylapore, Chennai - 4  
 Corporation Bank, Mylapore, Chennai - 4  
 Indian Bank, Kodambakkam, Chennai - 24

### AUDITORS

M/s S.R. Batliboi & Associates  
 Chartered Accountants,  
 6th & 7th Floor - 'A' Block  
 (Module 601,701,702)  
 Tidel Park, No. 4, Rajiv Gandhi Salai,  
 Taramani, Chennai - 113

### REGISTERED OFFICE

Murasoli Maran Towers,  
 73, MRC Nagar Main Road,  
 MRC Nagar, Chennai - 28

### REGISTRAR AND SHARE TRANSFER AGENT

M/s Karvy Computershare Private Limited,  
 Plot Nos.17 to 24, Vittal Rao Nagar,  
 Madhapur, Hyderabad - 500 081

**AUDIT COMMITTEE**

Mr. J. Ravindran	Chairman
Mr. M.K. Harinarayanan	
Mr. Nicholas Martin Paul	
Mr. R. Ravivenkatesh	

**REMUNERATION COMMITTEE**

Mr. J. Ravindran	Chairman
Mr. M.K. Harinarayanan	
Mr. Nicholas Martin Paul	
Mr. R. Ravivenkatesh	

**INVESTOR / SHAREHOLDER'S GRIEVANCE COMMITTEE**

Mr. M.K. Harinarayanan	Chairman
Mr. J. Ravindran	
Mr. Nicholas Martin Paul	
Mr. R. Ravivenkatesh	

**SHARE TRANSFER AND TRANSMISSION COMMITTEE**

Mr. Kalanithi Maran	Chairman
Mrs. Kavery Kalanithi	

**MANAGEMENT**

Mr. Kalanithi Maran	Executive Chairman
Mr. K. Vijaykumar	Managing Director & Chief Executive Officer
Mrs. Kavery Kalanithi	Executive Director
Mr. V. C. Unnikrishnan	Chief Financial Officer
Mr. C. Praveen	Chief Operating Officer
Mr. S. Kannan	Chief Technical Officer
Mr. R. Ravi	Company Secretary and Compliance Officer

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**FINANCIAL PERFORMANCE FOR LAST 5 YEARS**  
*(All amounts are in Millions of Indian Rupees, unless otherwise stated)*

Particulars	2011-12	2010-11	2009-10	2008-09	2007-08
Total Income	18,315.7	19,705.0	14,375.2	10,915.2	9,259.9
Total Expenditure (Excluding Interest & Financial Charges)	7,997.0	8,132.0	5,699.0	4,215.3	3,522.1
Profit before interest and tax	10,318.7	11,573.0	8,676.2	6,699.9	5,737.8
Interest & Financial Charges	55.5	19.8	12.0	38.9	55.6
<b>Profit Before Taxation</b>	<b>10,263.2</b>	<b>11,553.2</b>	<b>8,664.2</b>	<b>6,661.0</b>	<b>5,682.2</b>
Provision for Taxation	3,316.7	3,831.0	2,990.4	2,289.9	2,012.4
<b>Profit after tax</b>	<b>6,946.5</b>	<b>7,722.2</b>	<b>5,673.8</b>	<b>4,371.1</b>	<b>3,669.8</b>
<b>Earnings Per Share (Face value Rs. 5 /-)</b>	<b>17.63</b>	<b>19.60</b>	<b>14.40</b>	<b>11.09</b>	<b>9.31</b>

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**NOTICE**

NOTICE is hereby given that the Twenty Seventh 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 28th day of September 2012 at 10.00 AM to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012 and the Statement of Profit & Loss for the financial year ended on that date together with the Reports of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in the place of Mr. S. Selvam, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Mr. M.K. Harinarayanan, who retires by rotation and being eligible, offers himself for re-appointment.
5. 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 M/s. S. R. Batliboi & Associates, Chartered Accountants, (FRN: 101049W) Chennai be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration, and 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**

6. 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 257 and all other applicable provisions if any of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof) Mr. K. Vijaykumar, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company."
7. 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 257 and all other applicable provisions if any of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof) Mr. R. Ravivenkatesh, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company liable to retire by rotation, in terms of the provisions of the Articles of Association of the Company."

**Regd. Office:**  
Murasoli Maran Towers,  
73, MRC Nagar Main Road,  
MRC Nagar, Chennai - 28.

May 25, 2012

**BY ORDER OF THE BOARD**

**R. RAVI**  
**COMPANY SECRETARY**

## NOTICE

### 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. For appointment of a proxy to be effective, the proxy form (enclosed) shall be duly filled, stamped, executed and lodged with the Registered Office of the Company at least 48 hours before the time fixed for the commencement of the meeting.**
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 15th September 2012 to 28th September 2012 (both days inclusive) in terms of Section 154 of the Companies Act, 1956.
3. The Dividend as recommended by the Board of Directors and to be approved by the Shareholders at the Annual General Meeting to be held on Friday, the 28th September 2012 shall be paid to those members whose names appear on the Register of Members as on the close of 14th September 2012.
4. Members are requested to quote their DP ID & Client ID/ Folio Numbers in all correspondence with the Company.
5. Members and/or their proxies should bring the Attendance Slips duly filled in for attending the meeting.
6. The Explanatory statement pursuant to Section 173 of the Companies Act, 1956 is annexed hereto.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT UNDER SECTION 173 OF THE COMPANIES ACT, 1956

#### ITEM NO. 6

The Board of Directors of the Company had appointed Mr. K. Vijaykumar as an Additional Director with effect from 20th April 2012. As per the provisions of Section 260 of the Companies Act, 1956, Mr. K. Vijaykumar holds office only upto the date of ensuing Annual General Meeting. A notice under Section 257 of the Companies Act, 1956 has been received from a Member of the Company along with the deposit amount, proposing the appointment of Mr. K. Vijaykumar for the office of the Director.

The Board of Directors accordingly recommends the Ordinary Resolution set out at item no.6 of the accompanying Notice for approval of the Members.

A brief profile of Mr. K. Vijaykumar including his nature of expertise as required under Clause 49 of the Listing Agreement is given in the annexure to the Notice.

None of the Directors are interested or concerned in the resolution except Mr. K. Vijaykumar to the extent of his shareholding.

#### ITEM NO. 7

The Board of Directors of the Company had appointed Mr. R. Ravivenkatesh as an Additional Director with effect from 20th April 2012. As per the provisions of Section 260 of the Companies Act, 1956, Mr. R. Ravivenkatesh holds office only upto the date of ensuing Annual General Meeting. A notice under Section 257 of the Companies Act, 1956 has been received from a Member of the Company along with the requisite amount, proposing the appointment of Mr. R. Ravivenkatesh for the office of the Director liable to retire by rotation.

**NOTICE**

The Board of Directors accordingly recommends the Ordinary Resolution set out at item no.7 of the accompanying Notice for approval of the Members.

A brief profile of Mr. R. Ravivenkatesh including his nature of expertise as required under clause 49 of the Listing Agreement is given in the annexure to the Notice.

None of the Directors are interested or concerned in the resolution except Mr. R. Ravivenkatesh to the extent of his shareholding.

**BY ORDER OF THE BOARD**

**PLACE:** Chennai  
**DATE:** May 25, 2012

**R. RAVI**  
**COMPANY SECRETARY**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE  
FORTHCOMING ANNUAL GENERAL MEETING  
(PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)**

Name of the Director	Mr. K. Vijaykumar	Mr. S. Selvam
Brief Profile	Mr. K. Vijaykumar, aged 47 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 he has over two decades of tremendous and rich experience in the media industry. He had been associated with Sun TV Network Limited since 1994. He is actively involved in the business and operations of Sun TV Network Limited including monitoring and execution of strategic initiatives.	Mr. S. Selvam, aged 72 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	Nil
Membership / Chairmanship of Committees in Public Companies	Nil	Nil
Shareholding	96	68,59,805
Relationship between Directors inter-se	Nil	Nil

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE  
FORTHCOMING ANNUAL GENERAL MEETING  
(PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)**

Name of the Director	Mr. M.K. Harinarayanan	Mr. R. Ravivenkatesh
Brief Profile	Mr. M.K. Harinarayanan, aged 48 years, is a Non-Executive Independent Director of the Company who joined the Board in January 2006. He hails from a traditional family who pioneered the brick industry in 1941. He is a developer of residential layouts in the western part of Chennai and owns and operates Service Apartments to cater to the present influx of entertainment, communication and IT industries.	Mr. R. Ravivenkatesh, aged 47 years, is a Non-Executive Independent Director of the Company who joined the Board with effect from 20th April, 2012.  Mr. R. Ravivenkatesh has built a diverse mix of successful businesses over the years based in Coimbatore with interests in the manufacture of textile machinery, cotton textiles and yarn, exports of garments. He is also actively involved with the promotion of motor sports and rifle shooting in the city of Coimbatore and adjoining districts. Mr. R. Ravivenkatesh holds a BA degree in English literature from the University of Madras.
Directorship held in other Companies (Excluding Private Companies and Foreign Companies)	SpiceJet Limited	SpiceJet Limited
Membership / Chairmanship of Committees in Public Companies	He is the Chairman of the Investor's Grievance Committee and a Member of Audit Committee and Remuneration Committee of Sun TV Network Limited.  He is also the Chairman of Compensation Committee and a Member in Audit Committee and Investor Relations Committee of SpiceJet Limited.	He is a Member of Audit Committee, Investor's Grievance Committee and Remuneration Committee of Sun TV Network Limited.
Shareholding	Nil	16,000
Relationship between Directors inter-se	Nil	Nil

### REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

Your Directors are pleased to present the Twenty Seventh Annual Report and Audited Financial Accounts of the Company for the financial year ended 31st March 2012.

#### FINANCIAL HIGHLIGHTS

The financial highlights for the financial year ended 31st March 2012 are given below:

(Rs. in Crores)

Particulars	For the year ended	
	31 <sup>st</sup> March, 2012	31 <sup>st</sup> March, 2011
Total Income	1,831.57	1,970.50
Total Expenditure (Excluding Interest & Financial Charges)	799.70	813.20
Profit before interest and tax	1,031.87	1,157.30
Interest & Financial Charges	5.55	1.98
<b>Profit Before Tax</b>	1,026.32	1,155.32
Provision for Taxation	331.67	383.10
<b>Profit after tax</b>	694.65	772.22
Accumulated Profit, beginning of the year	1,442.55	1,149.07
Interim Dividend	(344.82)	(197.04)
Tax on Interim dividend	(55.94)	(32.73)
Proposed dividend	(29.56)	(147.78)
Tax on Proposed dividend	(4.80)	(23.97)
Transfer to General Reserve	(69.47)	(77.22)
<b>Profit Carried forward</b>	1,632.61	1,442.55
Earnings Per Share (Face value Rs.5/-)	17.63	19.60

The total Income for the year ended 31st March 2012 was Rs.1,831.57 crores as against Rs.1,970.50 crores during the previous year ended 31st March 2011. Profit Before Tax was Rs.1,026.32 crores as against Rs.1,155.32 crores in the previous year. Profit After Tax was Rs.694.65 crores as against Rs.772.22 crores in the previous year.

#### FINAL DIVIDEND:

For the financial year ended 31st March 2012, the Board of Directors has recommended a Final Dividend of 15%, i.e., Re. 0.75/- per equity share of face value of Rs.5.00/- each on May 25, 2012. This Final Dividend together with the Interim Dividends of Rs. 2.50/- per equity share (50%), Rs. 3.75/- per equity share (75%) and Rs. 2.50/- per equity share (50%) declared at the Board meeting held on August 1, 2011, November 3, 2011 and February 10, 2012 respectively during the Financial Year 2011-12 would result in a total dividend of 190%, i.e., Rs.9.50/-per equity share of face value of Rs.5.00/- each for the financial year ended 31st March 2012. (Prev. Year of 175%, i.e., Rs 8.75/- per equity share of face value of Rs.5.00/- each.)

The Final Dividend subject to the approval of shareholders at the ensuing Annual General Meeting on 28th September 2012 will be paid to the shareholders whose name appear in the Register of Members as on the closure date of 14th September 2012. Your Company has steadily stepped up payment of dividends in recent years. The pay out ratio currently stands at 63%.



## REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

### BUSINESS OVERVIEW

Your Company, one of the largest Television Broadcasters in India operating Satellite Television Channels across four languages of Tamil, Telugu, Kannada and Malayalam and also airing FM radio stations across India continued to have sustained and increased viewership of its channels.

During the year under review, your Company has launched many channels including 24 hours High Definition (HD) Channels; 24 hours Action Channels and in other genres.

### DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 217 (2AA) of the Companies Act, 1956, your Directors confirm that:

- a) in the preparation of the annual accounts, the applicable Accounting Standards have been followed.
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) the Directors have prepared the annual accounts on a going concern basis.

### DIRECTORS

Mr. K. Vijaykumar was appointed as an Additional Director at the Board Meeting held on 20th April 2012 and as Managing Director & Chief Executive Officer of the Company for a period of 5 (five) years with effect from 20th April 2012 to 19th April 2017 subject to the approval of shareholders through Postal Ballot under Section 192A of the Companies Act, 1956.

Mr. Kalanithi Maran will be "Executive Chairman" of the Company for a period of 5 (five) years with effect from 20th April 2012 to 19th April 2017 subject to the approval of shareholders through Postal Ballot under Section 192A of the Companies Act, 1956.

Mrs. Kavery Kalanithi will be "Executive Director" of the Company for a period of 5 (five) years with effect from 20th April 2012 to 19th April 2017 subject to the approval of shareholders through Postal Ballot under Section 192A of the Companies Act, 1956.

Mr. R. Ravivenkatesh was appointed as an Additional Director at the Board Meeting held on 20th April 2012.

Mr. S. Sridharan has demitted his office as Director of the Company with effect from 19th August 2011. The Board appreciated his performance and efforts made by him during his fruitful tenure as Director in the Company.

Mr. K. Vijaykumar and Mr. R. Ravivenkatesh hold office till the date of the ensuing Annual General Meeting of the Company. Notices have been received from members pursuant to Section 257 of the Companies Act, 1956 together with necessary deposits proposing the appointment of Mr. K. Vijaykumar as Director and Mr. R. Ravivenkatesh as Non-Executive Independent Director of the Company.

## REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. S. Selvam and Mr. M.K. Harinarayanan Directors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. Your Board recommends their re-appointment as Directors of your Company.

The information on the particulars of Director eligible for appointment / re-appointment in terms of Clause 49 of the listing agreement has been provided in annexure to the notice convening the Annual General Meeting.

None of the Company's directors are disqualified from being appointed as a director as specified in Section 274 of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000.

## CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, the report on Management Discussion and Analysis Report, Corporate Governance Report as well as the Auditors' Certificate regarding compliance of conditions of Corporate Governance forms a part of the Annual Report.

## PARTICULARS OF EMPLOYEES

Sun TV Network Limited had 1908 employees as of 31st March 2012 (previously 2111). In accordance with the provisions of Section 217(2A) of the Companies Act 1956 and the rules framed there under, the required information is annexed and forms part of this Report. However, as per the provisions of Section 219(1) (b) (IV) of the Companies Act, 1956, the Directors Report is being sent to all the Shareholders of the Company excluding the said annexure. Any shareholder interested in obtaining a copy of the said annexure may write to the Company Secretary at the Registered Office of the Company.

## AUDITORS

The Audit Committee has recommended to the Board about the re-appointment of Statutory Auditors M/s. S.R.Batliboi & Associates, Chartered Accountants (FRN: 101049W), who retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

The Company has received a letter from the Auditors that they are qualified under Section 224(1B) of the Companies Act, 1956, to act as the Auditors of the Company.

The Board has duly reviewed the Statutory Auditors Report for the year ended 31st March 2012. The notes forming part of the accounts referred in the Auditors' Report of the Company are self-explanatory and do not call for any further explanation.

## CORPORATE SOCIAL RESPONSIBILITY

Your Company has donated a sum of Rs.1.00 crore (previous year Nil) to Chief Ministers' Public Relief Fund and a sum of Rs.2.20 crores (previous year Rs.0.78 crore) to Sun Foundation, a Charitable trust to support the various social welfare activities carried out by the trust.