

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

COMPANY SECRETARY & COMPLIANCE OFFICER

R. Ravi

BANKERS

Andhra Bank	Axis Bank
City Union Bank	Corporation Bank
HDFC Bank	ICICI Bank
Indian Bank	Indian Overseas Bank
Karur Vysya Bank	Kotak Mahindra Bank
Royal Bank of Scotland	Standard Chartered Bank
State Bank of India	Yes Bank

AUDITORS

M/s S.R. Batliboi & Associates LLP
Chartered Accountants,
6th & 7th Floor - 'A' Block
(Module 601,701,702)
Tidel Park, No. 4, Rajiv Gandhi Salai,
Taramani, Chennai - 600 113

REGISTERED OFFICE

Murasoli Maran Towers,
73, MRC Nagar Main Road,
MRC Nagar, Chennai - 600 028

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

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

REMUNERATION COMMITTEE

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

INVESTOR / SHAREHOLDER'S GRIEVANCE COMMITTEE

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

SHARE TRANSFER AND TRANSMISSION COMMITTEE

Kalanithi Maran	Chairman
Kavery Kalanithi	

CORPORATE MANAGEMENT TEAM

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

Contents

Page Nos.

Financial Performance for Last 5 years	3
Notice	4 - 6
Directors Report	7 - 11
Management Discussion and Analysis Report	12 - 17
Corporate Governance Report	18 - 29
Business Responsibility Report	30 - 38
Independent Auditors' Report on Standalone Financial Statements	39 - 43
Standalone Financial Statements	44 - 80
Statement Pursuant to Section 212	81
Independent Auditors' Report on Consolidated Financial Statements	82 - 83
Consolidated Financial Statements	84 - 128
Attendance Slip and Proxy Form	129

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

Particulars	2012-13	2011-12	2010-11	2009-10	2008-09
Total Income	18,726.4	18,315.7	19,705.0	14,375.2	10,915.2
Total Expenditure (Excluding Interest & Financial Charges)	8,539.1	7,997.0	8,132.0	5,699.0	4,215.3
Profit before interest and tax	10,187.3	10,318.7	11,573.0	8,676.2	6,699.9
Interest & Financial Charges	47.9	55.5	19.8	12.0	38.9
Profit Before Taxation	10,139.4	10,263.2	11,553.2	8,664.2	6,661.0
Provision for Taxation	3,306.0	3,316.7	3,831.0	2,990.4	2,289.9
Profit after tax	6,833.4	6,946.5	7,722.2	5,673.8	4,371.1
Earnings Per Share (Face value Rs. 5/- each)	17.34	17.63	19.60	14.40	11.09

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NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Shareholders of Sun TV Network Limited will be held at Kalaigiar Arangam, Anna Arivalayam, 367 / 369, Anna Salai, Teynampet, Chennai - 600 018 on Friday, the 27th day of September 2013 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 2013 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. J. Ravindran, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Mr. Nicholas Martin Paul, 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 LLP, 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.

Regd. Office:

Murasoli Maran Towers,
73, MRC Nagar Main Road,
MRC Nagar, Chennai - 600 028.

May 17, 2013

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 14th September 2013 to 27th September 2013 (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 27th September 2013 shall be paid to those members whose names appear on the Register of Members as on the close of 13th September 2013.
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.

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May 17, 2013

BY ORDER OF THE BOARD

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. J. Ravindran	Mr. Nicholas Martin Paul
Brief Profile	Mr. J. Ravindran aged 38 was appointed as a non-executive Independent Director of the Company in February 2006. He has a bachelor's degree in arts and law degree from the University of Madras. An advocate by profession, Mr. J. Ravindran is practicing in Madras High Court. He is a former Assistant Solicitor General of India, Madras High Court. He is a Director in SpiceJet Limited, Kal Radio Limited and South Asia FM Limited. He does not hold any share in the Company.	Mr. Nicholas Martin Paul aged 46 was appointed as a non-executive Independent Director of the Company in February 2006. He has a bachelor's degree in history from University of Madras. Mr. Nicholas Martin Paul is a Director in SpiceJet Limited, Splendid Fine Foods Private Limited, Tan Business Ventures Private Limited and Tan Retail Ventures Private Limited. He does not hold any share in the Company.
Directorship held in other Companies (Excluding Private Companies and Foreign Companies)	3	1
Memberships / Chairmanships of Committees in Public Companies	<p>He is the Chairman of the Audit Committee, Remuneration Committee and Member of the Investor Grievance Committee of Sun TV Network Limited.</p> <p>He is the Chairman of the Audit Committee and Member of Remuneration Committee of South Asia FM Limited.</p> <p>He is the Chairman of the Audit Committee and Member of Remuneration Committee of Kal Radio Limited.</p> <p>He is the Chairman of the Audit Committee, Investor Relations Committee and Member of Compensation Committee of the SpiceJet Limited.</p>	<p>He is the Member of the Audit Committee, Remuneration Committee and Investor Grievance Committee of Sun TV Network Limited.</p> <p>He is the Member of the Audit Committee, Investor Relations Committee and Compensation Committee of the SpiceJet Limited.</p>
Shareholding	Nil	Nil
Relationships between Directors inter-se	Nil	Nil

REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

Your Directors are pleased to present the Twenty Eighth Annual Report and Audited Financial Accounts of the Company for the financial year ended 31st March 2013.

FINANCIAL HIGHLIGHTS

The financial highlights for the year ended 31st March 2013 are given below:

(Rs. in Crores)

Particulars	For the year ended	
	31 st March, 2013	31 st March, 2012
Total Income	1,872.64	1,831.57
Total Expenditure (Excluding Interest & Financial Charges)	853.91	799.70
Profit before interest and tax	1,018.73	1,031.87
Interest & Financial Charges	4.79	5.55
Profit Before Tax	1,013.94	1,026.32
Provision for Taxation	330.60	331.67
Profit after tax	683.34	694.65
Accumulated Profit, beginning of the year	1,632.61	1,442.55
Interim Dividend	(295.57)	(344.82)
Tax on Interim dividend	(47.95)	(55.94)
Proposed dividend	(78.82)	(29.56)
Tax on Proposed dividend	(13.39)	(4.80)
Transfer to General Reserve	(68.33)	(69.47)
Profit Carried forward	1,811.89	1,632.61
Earnings Per Share (Face value Rs.5/-)	17.34	17.63

The total Income for the year ended 31st March 2013 was Rs.1,872.64 crores as against Rs.1,831.57 crores during the previous year ended 31st March 2012. Profit Before Tax was Rs.1,013.94 crores as against Rs.1,026.32 crores in the previous year. Profit After Tax was Rs.683.34 crores as against Rs.694.65 crores in the previous year.

FINAL DIVIDEND:

For the financial year ended 31st March 2013, the Board of Directors has recommended a Final Dividend of 40%, i.e., Rs. 2.00/- per equity share of face value of Rs.5.00/- each on May 17, 2013. This Final Dividend together with the Interim Dividends of Rs.2.50/- per equity share (50%) each declared at the Board Meetings held on August 3, 2012, November 9, 2012 and January 23, 2013 respectively during the Financial Year 2012-13 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 2013. (Prev. Year of 190%, i.e., Rs 9.50/- 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 27th September 2013 will be paid to the shareholders whose name appear in the Register of Members as on the closure date of 13th September 2013. Your Company has steadily stepped up payment of dividends in recent years. The pay out ratio currently stands at 63.76%.

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 presently airing FM radio stations across India continues to have sustained and increased viewership of its channels.

During the year your Company successfully bid for the Indian Premier League (IPL) Franchise offered by the Board of Control for Cricket in India (BCCI) and has been awarded the Hyderabad Franchise. The new team "SunRisers Hyderabad" made a commendable debut and made it to the last four of the 2013 tournament.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 217 (2AA) of the Companies Act, 1956, your Directors confirm that, to the best of their knowledge and belief:

In the preparation of the Statement of Profit & Loss for the financial year ended 31st March, 2013 and Balance Sheet as at that date ("financial statements"), the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

Appropriate accounting policies have been selected and applied them consistently and made such 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 as at the end of the financial year and of the profit of the Company for that period;

Proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities. To ensure this, the Company has established internal control systems, consistent with its size and nature of operations. In weighing the assurance provided by any such system of internal controls its inherent limitations should be recognized. These systems are reviewed and updated on an ongoing basis. Periodic internal audits are conducted to provide reasonable assurance of compliance with these systems. The Audit Committee meets at regular intervals to review the internal audit function;

Proper systems are in place to ensure compliance of all laws applicable to the Company;

The financial statements have been prepared on a going concern basis.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. J. Ravindran and Mr. Nicholas Martin Paul, Directors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. 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.

REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, we continue to be a pioneer in benchmarking our corporate governance policies with the best in the Media Industry. The report on Management Discussion and Analysis, Corporate Governance as well as the Auditors' Certificate regarding compliance of conditions of Corporate Governance forms a part of the Annual Report.

BUSINESS RESPONSIBILITY REPORT:

As mandated by SEBI vide its circular CIR/CFD/DIL/8/2012 dated August 13, 2012 for inclusion of Business Responsibility Reports as part of the Annual Report by listed entities and as per Clause 55 of the Listing Agreement with the Stock Exchanges, the Business Responsibility Report ("BR report") describing the initiatives taken by the Company from an Environmental, Social and Governance ("ESG") perspective as per SEBI's prescribed format, which is also in line with the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' as prescribed by the Ministry of Corporate Affairs, has been adopted by the Company for the financial year 2012-13; which forms a part of the Annual Report. The Business Responsibility Report is also available on our website.

PARTICULARS OF EMPLOYEES

Sun TV Network Limited had 1916 employees as of 31st March 2013 (previously 1908). 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 aforesaid 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 LLP, Chartered Accountants (ICAI 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 2013. 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.

In Compliance with Cost Accounting Records (Tele Communication Industry) Rules, 2011, M/s. Sundar & Associates (FRN:101188) was appointed as Cost Auditors of the Company for Financial Year 2012-13.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your company's social responsibility initiatives are implemented through Sun Foundation (the Foundation), the CSR arm of the Sun Group. During the year, your Company has donated a sum of Rs.3.25 Crores (previous year Rs.2.20 Crores) to Sun Foundation, a Charitable trust to support the various social welfare activities carried out by the trust.

REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

SUBSIDIARY COMPANIES

The two subsidiaries namely M/s. Kal Radio Limited and M/s. South Asia FM Limited operate FM radio stations across the country. The revenue of the two subsidiaries was at Rs.112.74 Crores for the year under review as against Rs.89.85 Crores for the previous year ended 31st March 2012. After accounting for minority interest in M/s. South Asia FM Limited the share of Profit of the two subsidiaries (Kal Radio Limited and South Asia FM Limited) is Rs.10.85 Crores as against Loss of Rs.6.54 Crores in the previous year. Ministry of Corporate Affairs, Government of India has vide its general circular No. 2/2011 granted general exemption from the requirement to attach various documents in respect of subsidiary companies, as specified in sub-section (1) of Section 212 of the Companies Act, 1956. Accordingly, the Balance Sheet, Statement of Profit and Loss and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. Financial information of the subsidiary companies, as required by the said circular, is disclosed elsewhere in the Annual Report. The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary companies. The Consolidated Financial Statements presented by the Company include financial results of its subsidiary companies.

MATERIAL NON-LISTED SUBSIDIARY COMPANY

As per Clause 49 of the Listing Agreement, your Company has no material non-listed subsidiary company, whose turnover or net worth exceeds 20% of the consolidated turnover or net worth respectively of your Company and its subsidiaries in the immediately preceding accounting year.

CONSOLIDATED FINANCIAL STATEMENTS

As required by Accounting Standard – AS21 on Consolidated Financial Statements issued by The Institute of Chartered Accountants of India, the Audited Consolidated Financial Statements of the Company are attached. The Audited Consolidated Financial Statements also account for the minority interest of your Company's subsidiary South Asia FM Limited pursuant to the strategic alliance with Red FM.

CEO/CFO CERTIFICATION

The Managing Director & Chief Executive Officer and the Chief Financial Officer have submitted a certificate to the Board regarding the financial statements and other matters as required under Clause 49(v) of the listing agreement.

PARTICULARS AS REQUIRED UNDER SECTION 212 OF THE COMPANIES ACT, 1956

In terms of the direction under Section 212(8) of the Companies Act, 1956 vide General Circular No.2/2011, bearing No.51/12/2007-CL-III dated 8-2-2011 issued by Government of India, Ministry of Corporate Affairs, the Board of Directors have passed a Resolution according consent to the Company for not attaching the financial statements in respect of all the Subsidiary Companies for the year ended 31st March, 2013.

However, a statement of the Company's interest in the subsidiaries and a summary of the financials of the subsidiaries are given along with the consolidated accounts. The annual accounts of the subsidiaries, along with the related information, will be made available to the Members of the holding and subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiaries are also available for inspection during business hours except Saturdays and holidays at the Registered Office of the Company and its respective subsidiaries.