

## SUN TV NETWORK LIMITED

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

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 Thirtieth 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 25th day of September 2015 at 10.00 a.m., to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements as at March 31, 2015 including the Audited Balance Sheet as at March 31, 2015, 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 appoint a Director in the place of Mr. K. Vijaykumar, (DIN 03578076) who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of Appointment of Statutory Auditors:

To consider and it 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, the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (ICAI Firm Registration No: 101049W) as the Auditors of the Company approved by the shareholders at the 29th Annual General Meeting (AGM), for a term of three years, i.e. till the conclusion of 32nd AGM, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 31st AGM of the Company to be held in the year 2016, at such remuneration plus applicable taxes, out-of-pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

BY ORDER OF THE BOARD

Place: Chennai  
Date: July 31, 2015

R. RAVI  
COMPANY SECRETARY

#### 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 hours before the commencement of the 30th 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 Clause 49 of the Listing Agreement 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 Register of Members and Share Transfer books of the Company will remain closed from September 18, 2015 to September 25, 2015 (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 30th Annual General Meeting (AGM) through e-voting service provided by M/s. Karvy Computershare Private Limited.

### 11. PROCEDURE FOR E-VOTING

In terms of Clause 35B of the Listing Agreement, 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 18, 2015 only shall be entitled to avail the facility of remote e-voting. The e-voting period will commence from Tuesday, September 22, 2015 at 9.00 am and will end at 5.00 pm on Thursday, September 24, 2015. The e-voting module will be disabled on September 24, 2015 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 18, 2015.

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:

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

## NOTICE TO THE SHAREHOLDERS

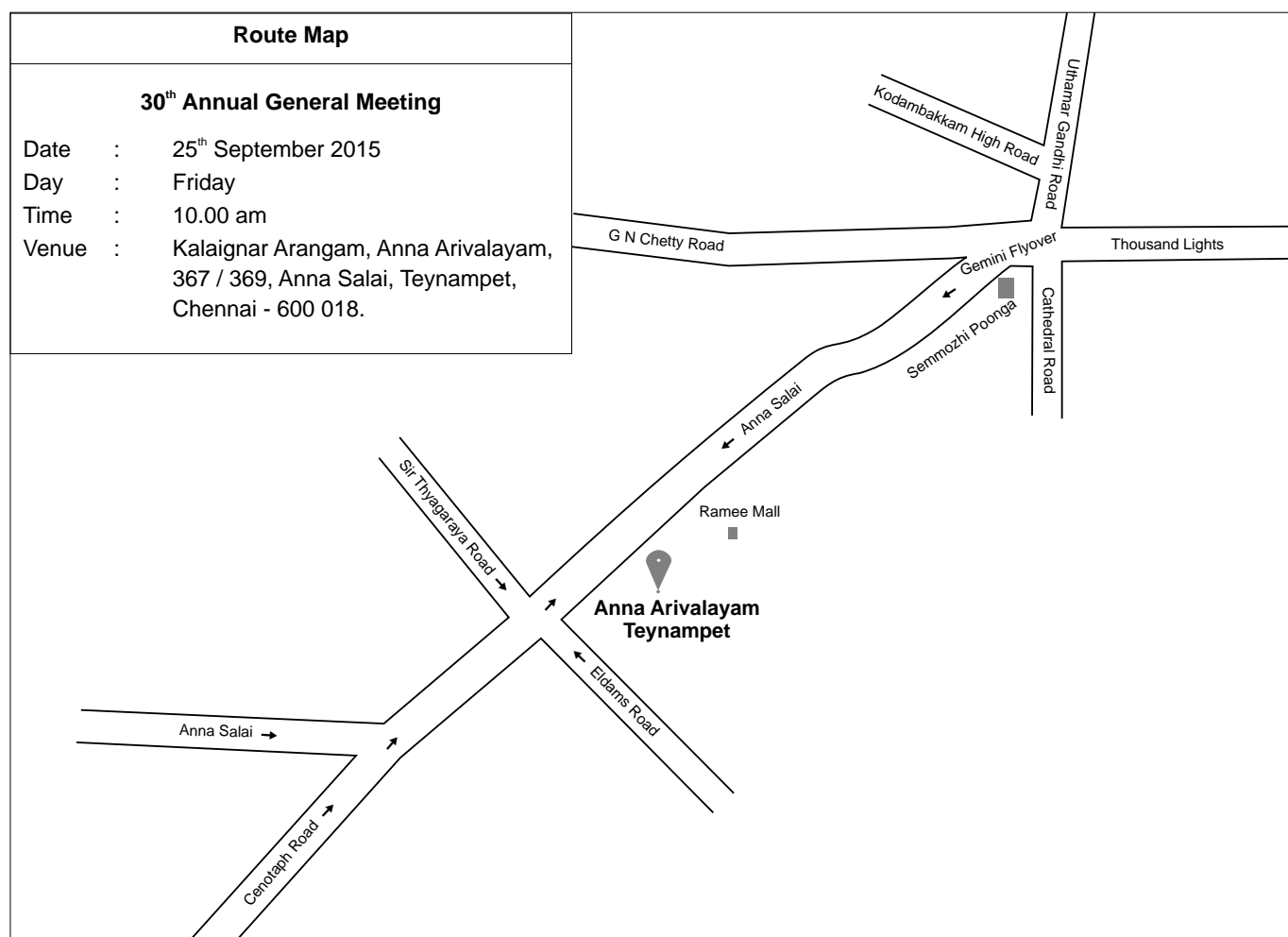
<b>User - ID</b>	For Shareholder(s) / Beneficial Owner(s) Holding Shares In Demat Form:- a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID b) For CDSL:- 16 Digits Beneficiary ID For Members holding shares in Physical Form:- <ul style="list-style-type: none"> <li>Folio Number registered with the company</li> </ul>
<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.

- 3) After entering these details appropriately, click on "LOGIN".
- 4) 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.
- 5) You need to login again with the new credentials.
- 6) On successful login, system will prompt to select the 'Event' i.e., 'Sun TV Network Limited'.
- 7) 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.
- 8) 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'.
- 9) 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.
- 10) 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.
- 11) 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](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".
- 12) 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.
- 13) 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](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, plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081. Toll Free Number: 1-800-3454-001.

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**  
**(Pursuant to Clause 49 of the Listing Agreement)**

Name of the Director	Mr. K. Vijaykumar
Brief Profile	Mr. K. Vijaykumar, aged 50 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)	Kal Radio Limited
Memberships / Chairmanships of Committees in Public Companies	He is Member of Audit Committee of Kal Radio Limited.
Shareholding	96 Equity Shares
Relationships between Directors inter-se	Nil



## 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
Ratnakar Bank	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.

### SECRETARIAL AUDITORS

M/s. Lakshmmi Subramanian & Associates  
Company Secretaries,  
Murugesu Naicker Office Complex,  
No. 81, Greaves Road,  
Chennai - 600 006.

### REGISTERED OFFICE

Murasoli Maran Towers,  
73, MRC Nagar Main Road,  
MRC Nagar, Chennai - 600 028.  
[www.suntv.in](http://www.suntv.in)

### REGISTRAR AND SHARE TRANSFER AGENT

M/s Karvy Computershare Private Limited,  
Plot Nos.17 to 24, Vittal Rao Nagar,  
Madhapur, Hyderabad - 500 081.  
[www.karvycomputershare.com](http://www.karvycomputershare.com)

**AUDIT COMMITTEE**

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

**NOMINATION & REMUNERATION COMMITTEE**

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

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

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

**MANAGEMENT**

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 & Compliance Officer

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## FINANCIAL PERFORMANCE FOR LAST 9 YEARS

( All amounts are in Crores of Indian Rupees, unless otherwise stated )

### Financial Highlights

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07
Revenue	2,243.62	2,096.78	1817.62	1,757.37	1,923.71	1,395.01	1,008.20	861.06	676.95
Total Income	2,331.45	2,175.99	1,872.64	1,831.57	1,970.50	1,437.52	1,091.52	925.99	726.40
Operating Expenditure	629.41	635.07	440.73	356.70	365.82	284.46	236.61	239.18	195.12
PBITDA	1,702.04	1,542.59	1,431.91	1,474.87	1,604.68	1,153.06	854.91	686.81	531.28
Depreciation & Amortisation	587.83	453.34	413.18	443.00	447.38	285.44	184.92	113.03	119.29
Profit before Tax	1,111.99	1,084.71	1,013.94	1,026.32	1,155.32	866.42	666.10	568.22	408.90
Equity Dividend %	225%	190%	190%	190%	175%	150%	50%	50%	50%

### Key Indicators

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07
Earnings per share (Rs.)	18.71	18.19	17.34	17.63	19.60	14.40	11.09	9.31	6.85
Book Value per share (Rs.)	85.76	80.49	73.41	67.12	60.54	51.13	45.49	37.32	61.86
PBITDA %	73%	71%	76%	81%	81%	80%	78%	74%	73%
Net Profit Margin %	32%	33%	36%	38%	39%	39%	40%	40%	37%
ROCE %	34%	35%	36%	40%	52%	45%	41%	43%	47%
RONW %	23%	24%	25%	28%	35%	30%	27%	27%	35%

Notes: 1. Face Value per share – Rs. 5/-                      2. Bonus Issue in the ratio 1:1 in FY 2007 - 08

## REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

Your Directors are pleased to present the Thirtieth Annual Report and Audited Financial Accounts of the Company for the financial year ended 31st March 2015.

### FINANCIAL HIGHLIGHTS

The financial highlights for the year ended 31st March 2015 are given below:

(Rs. in Crores)

Particulars	For the year ended	
	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
Total Income	2,331.45	2,175.99
Total Expenditure (Excluding Interest & Financial Charges)	1,217.24	1,088.41
Profit before interest and tax	1,114.21	1,087.58
Interest & Financial Charges	2.22	2.87
<b>Profit Before Tax</b>	<b>1,111.99</b>	<b>1,084.71</b>
Provision for Taxation	374.76	367.75
<b>Profit after tax</b>	<b>737.23</b>	<b>716.96</b>
Accumulated Profit, beginning of the year	2,019.14	1,811.89
Interim Dividend	(443.35)	(285.71)
Tax on Interim Dividend	(85.98)	(48.56)
Proposed Dividend	-	(88.67)
Tax on Proposed Dividend	-	(15.07)
Transfer to General Reserve	-	(71.70)
<b>Profit Carried Forward</b>	<b>2,227.04</b>	<b>2,019.14</b>
Earnings Per Share (Face value Rs.5/-)	18.71	18.19

### SUMMARY OF OPERATIONS:

The total Income for the year ended 31st March 2015 was Rs. 2,331.45 crores as against Rs. 2,175.99 crores during the previous year ended 31st March 2014. Profit Before Tax was Rs. 1,111.99 crores as against Rs. 1,084.71 crores in the previous year. Profit After Tax was Rs. 737.23 crores as against Rs. 716.96 crores in the previous year.

### 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.

### DIVIDEND:

During the financial year ended 31st March 2015, the Board of Directors has declared Interim Dividends of Rs. 2.25/- per equity share (45%), Rs. 2.25/- per equity share (45%) and Rs. 6.75/- per equity share (135%) declared at the Board Meetings held on August 8, 2014, November 7, 2014 and February 6, 2015 respectively and have not recommended any Final Dividend. The dividend payout would result in a total dividend of 225%, i.e., Rs. 11.25/- per equity share of face value of Rs. 5.00/- each for the financial year ended 31st March 2015. (Prev. Year of 190%, i.e., Rs. 9.50/- per equity share of face value of Rs. 5.00/- each). The Payout ratio currently stands at 71.80%.



## REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

### DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (3) (c) and 134 (5) of the Companies Act, 2013 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, 2015 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;
- ▷ The financial statements have been prepared on a going concern basis.
- ▷ Proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- ▷ Proper systems are in place to ensure compliance of all laws applicable to the Company;

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per the provisions of the Companies Act, 2013, Mr. K. Vijaykumar, Managing Director of the Company will retire at the ensuing AGM and being eligible, seeks re-appointment. The Board of Directors recommend his re-appointment.

The information on the particulars of director eligible for 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 164 (2) of the Companies Act, 2013.

### CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION & ANALYSIS REPORT AND OTHER INFORMATION REQUIRED UNDER THE COMPANIES ACT, 2013 AND LISTING AGREEMENT.

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 part of the Annual Report.

## REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

Various information required to be disclosed under the Companies Act, 2013 and Listing Agreement is set out in the Annexure - I and forms part of this report.

### BUSINESS RESPONSIBILITY REPORT:

As mandated by SEBI 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 2014-15; which forms a part of the Annual Report. The Business Responsibility Report is also available on our website.

### AUDITORS AND SECRETARIAL AUDITORS REPORT

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, the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (ICAI Firm Registration No: 101049W) as the Auditors of the Company approved by the shareholders at the 29th Annual General Meeting (AGM), for a term of three years, i.e. till the conclusion of 32nd AGM, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 31st AGM of the Company to be held in the year 2016, at such remuneration plus applicable taxes, out-of-pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

As per the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Lakshmmi Subramanian & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as Annexure VI.

There are no disqualifications, reservations or adverse remarks or disclaimers in the Auditors and Secretarial Auditors Report.

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee of the Board of Directors of the Company has, in accordance with Section 135 of the Companies Act, 2013 approved a CSR policy. The CSR Policy of the Company and the details about the initiatives taken by the Company on CSR during the year as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been disclosed in Annexure II to this Report along with a compliance certificate from Secretarial Auditor. Further details relating to the Corporate Social Responsibility Committee are provided in the Corporate Governance Report, which forms part of this report.

### SUBSIDIARY COMPANIES

Your Company has two subsidiaries viz., Kal Radio Limited and South Asia FM Limited. There has been no material change in the nature of business of the subsidiaries. Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary. In terms of proviso to sub section (3) of Section 129 of the Act, the salient features of the financial statement of the subsidiaries is set out in the prescribed Form AOC – 1 which forms part of the annual report.