

# 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 Fifth Annual General Meeting of the Shareholders of Sun TV Network Limited will be held on Wednesday, the 16<sup>th</sup> day of September 2020 at 10.00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

### 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, 2020 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 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 9, 2019 and November 12, 2019, Rs. 7.50 per equity share (150%) declared on February 14, 2020 and Rs. 12.50 per equity share (250%) declared on March 9, 2020 already paid, as final dividend for the financial year ended March 31, 2020.

#### 3. Re-appointment of Mr. S. Selvam as Director:

To re-appoint a Director in the place of Mr. S. Selvam, (DIN 00727439) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 4. Ratification of Remuneration of Cost Auditor.

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 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 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, 2021."

**BY ORDER OF THE BOARD**

Place: Chennai  
Date: August 14, 2020

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

### NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 5, 2020 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular"), physical attendance of the Members to the EGM / AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). The Board of Directors of the Company has decided to adopt the above guidelines issued by Ministry of Corporate Affairs and SEBI in conducting Annual General Meeting of the Company. Hence, Members can attend and participate in the ensuing Annual General Meeting through VC / OAVM, which may not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

**NOTICE TO THE SHAREHOLDERS**

2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since the 35<sup>th</sup> AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 35<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of Special Business(s) is attached herewith.
5. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.
6. The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited.
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 advise any change in their address immediately to the Company / Registrar and Share Transfer Agent, M/s. KFin Technologies Private Limited (KFin Tech).
8. Corporate / Institutional Members (Corporate / Fls / Flls / Trust / Mutual Funds /Banks, etc) are required to send scanned copy (PDF format) of the relevant Board resolution authorizing the representative to attend the AGM through VC and vote either through remote e-voting or voting during the AGM. The said Board resolution shall be sent to the Scrutinizer through email to lakshmmi6@gmail.com with a copy to evoting@karvy.com. The file scanned image / pdf file of the Board Resolution should be in the naming format "Corporate Name".
9. Equity Dividend for the Financial Year 2013-14, which remains unpaid and unclaimed, will be due for transfer to the Investor Education and Protection Fund (IEPF) of the Central Government in November 2020. Members who have not encashed their dividend warrants for the financial year 2013-14 or any subsequent financial years, are requested to lodge their claims with the Company's Registrar and Share Transfer Agent.  
  
Members may further note that, pursuant to Section 124 of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Shares on which Dividend remains unclaimed for 7 (seven) consecutive years or more have been, and shall be liable to be, transferred to IEPF Account. Members are further advised that in terms of applicable provisions of the Act and IEPF Rules, Unclaimed Dividends and Shares transferred to IEPF can be claimed from the IEPF after following process prescribed in the said Rules.
10. 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. KFin Technologies Private Limited. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
11. In accordance with Regulation 40 of the Listing Regulations, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, any Member who is desirous of transferring shares (which are held in physical form) can do so only after the shares are dematerialized. Members holding equity shares in physical form are therefore are urged to have their shares dematerialized at the earliest and contact their Depository Participant for this conversion.
12. 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. KFin Technologies Private Limited.
13. 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 and Insta Poll process in a fair and transparent manner.
14. 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 and on the website of KFin Tech. The results shall simultaneously be communicated to the Stock Exchanges (SE's).

## NOTICE TO THE SHAREHOLDERS

### 15. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

- I. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.suntv.in](http://www.suntv.in), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Private Limited at <https://evoting.karvy.com>.
- II. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium Tower B, Plot No.31-32, Financial District, Gachibowli, Hyderabad- 500 032 or by sending an email request to them at their email ID [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of PAN Card and share certificate.
  - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
  - c) The Company has also alternatively enabled facility with KFin Technologies Private Limited to allow the Members to register their email address and mobile number on a temporary basis by providing the basic credentials which may be asked for verification during the process. Members may access the link [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) and directly register their email address and mobile number for receiving a soft copy of the AGM Notice and the Annual Report.
- III. The Company is sending through email, the AGM Notice and the Annual Report to the Members whose name is recorded as on Friday, August 21, 2020 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires shares of the Company and becomes a Member of the Company after August 21, 2020 being the date reckoned for the dispatch of the AGM Notice and Annual Report and who holds shares as on the cut-off date i.e. September 9, 2020 or has registered his / her / its email address after the dispatch of the AGM Notice, he / she / it may obtain the User ID and Password in any of the manner as mentioned below:
  - I. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio number or DP ID Client ID to +91-9212993399
  - ii. If email address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Member may call KFin Tech Toll free number 1-800-3454-001 for any assistance.
  - iv. Member may send an email request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). However KFin Tech shall endeavour to send User ID and Password to those new Members whose email id's are available.

### 16. 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 "Remote E-Voting facility" and "Insta Poll" during the AGM to the shareholders to enable them to cast their votes electronically at the 35<sup>th</sup> Annual General Meeting (AGM). The Company has entered into an arrangement with M/s. KFin Technologies Private Limited for facilitating the e-voting.

#### PROCEDURE FOR REMOTE 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. September 9, 2020 only shall be entitled to avail the facility of remote e-voting. The e-voting period will commence from Sunday, September 13, 2020 at 9.00 a.m and will end on Tuesday, September 15, 2020 at 5.00 p.m. The e-voting module will be disabled on September 15, 2020 at 5.00 p.m. 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 9, 2020.

## NOTICE TO THE SHAREHOLDERS

The instructions for e-voting are as under:

- a) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com' and enter the login credentials (i.e. user-id & password).

<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 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.

- b) After entering these details appropriately, click on "LOGIN".
- c) 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. KFin Technologies 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.
- d) You need to login again with the new credentials.
- e) On successful login, system will prompt to select the 'Event' i.e., 'Sun TV Network Limited'.
- f) 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.
- g) 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'.
- h) 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.
- i) 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.
- j) In case of any query and / or grievance in respect of e-voting, Members may refer to the "Help & Frequently Asked Questions (FAQs) and "E-voting user manual" available at the download section of http://evoting.karvy.com or contact Mr. Sai Karthik Tikkiseti, Manager-Corporate Registry, M/s. KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Hyderabad – 500 032, Phone No. 040-67161509 / Mobile No. 7013975422 email: Karthik.tikkiseti@kfintech.com or call KFin Tech on phone no. 040-67162222 and Toll free No. 1-800-3454-001 or send an email to einward.ris@kfintech.com or evoting@fintech.com for any further clarifications.
- k) A person who is not a Member as on the cut-off date, should treat this Notice for information purpose only.
17. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM
- i. Members will be provided with a facility to attend the AGM through VC platform provided by M/s. KFin Technologies Private Limited. Members may access the platform to attend the AGM through VC at https://emeetings.kfintech.com and login by using their remote e-voting credentials and clicking on the tab "Video Conference". The link for the AGM will be available in the shareholders / members' login where the EVENT and the Name of the Company can be selected. Members who do not have the user ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.

## NOTICE TO THE SHAREHOLDERS

- ii. The facility for joining the AGM shall open 15 minutes before the scheduled time of the commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
- iii. Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. Members are advised to use a stable Wi-Fi or LAN Connection to participate in the AGM in a smooth manner.
- iv. Members who would like to express their views or Post their Queries at the AGM may login on to <https://emeetings.kfintech.com> and click on “Post your Queries” to post their queries / views / questions in the window provided therein by mentioning their name, demat account number / folio number, email id, and mobile number. The window will open on Saturday, September 12, 2020 at 9:00 a.m. and close on Monday, September 14, 2020 at 5:00 p.m.
- v. Members who wish to speak at the AGM may by logging on to <https://emeetings.kfintech.com> and clicking on the ‘Speaker Registration’ tab available on the screen and either pre-record the question and upload or record the question (<50MB and not exceeding 3 mts. duration) in the module itself. The Speaker Registration will open on Saturday, September 12, 2020 at 9:00 a.m. and close on Monday, September 14, 2020 at 5:00 p.m. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- vi. Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- vii. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- viii. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- ix. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they shall not be allowed to cast their vote again during the AGM.
- x. Members attending the AGM through VC and who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same.
- xi. The e-voting “Thumb” sign on the left side of the video conferencing screen shall become activated on the instructions of the Chairman during the AGM proceedings. Members can then click on the same and they will be taken to the “Instapoll” page for casting their votes. On clicking the “Instapoll” icon, Members will reach the Resolutions page. Please follow the instructions given and vote on the Resolutions.
- xii. Members who need any technical assistance or support before or during the AGM may contact Mr. Lakshmana Murthy, Senior Manager, KFin Technologies Private Limited @ 9177401088 or \Toll Free No.1-800-3454-001; or send an email request to [lakshmana.murthy@kfintech.com](mailto:lakshmana.murthy@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com).

### **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 statements set out all material facts relating to the business(s) mentioned under Item No. 3 & 4 of the accompanying Notice:

#### **Item no. 3**

Though not statutorily required, the following is being provided as an additional information to the Members.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Company’s Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such meeting. Independent directors are not subject to retirement by rotation.

In the 35<sup>th</sup> AGM, Mr. S. Selvam is required to retire by rotation and being eligible, has offered himself for re-appointment.

Keeping in view Mr. S. Selvam’s rich and varied experience in the Industry, his involvement in the operations of the Company over a long period of time, the Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint him as a Non-Executive, Non-Independent Director of the Company.

The Members approved the continuation of directorship of Mr. S. Selvam who had attained the age of over 75 years, by way of special resolution passed through Postal ballot dated April 26, 2019, pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, no further approval is being sought regarding the same as a part of this Notice. Additional information in respect of Mr. S. Selvam, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings(SS-2) and brief profile of Mr. S. Selvam is given at Annexure A to this Notice.



**NOTICE TO THE SHAREHOLDERS**

The Board of Directors recommends the resolution in relation to the re-appointment of Mr. S. Selvam as set out in Item No. 3 for approval of the Members by way of an Ordinary Resolution.

Except the above Director, 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. 3 of the accompanying Notice

**Item no. 4**

The Board of Directors of the Company at their meeting held on June 26, 2020 had, on recommendation of 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 ending March 31, 2021 at a remuneration of Rs. 2,20,000/- (Rupees Two Lakh and Twenty Thousand Only) plus applicable taxes and re-imbursment of out of pocket expenses as determined by the Board based on the recommendation of Audit Committee.

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.

**BY ORDER OF THE BOARD**

Place: Chennai  
Date: August 14, 2020

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

**ANNEXURE - A**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ 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. S. Selvam
Brief profile	Mr. S. Selvam, aged about 80 years, is a Non-Executive Director of the Company who joined the Board in August 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
Memberships / Chairmanships of Committees in Public Companies (Excluding this Company)	NIL
Shareholding	68,59,805 Equity Shares
Relationships between Directors inter-se	NIL