SUN TV NETWORK LIMITED

Murasoli Maran Towers, 73, MRC Nagar Main Road, MRC Nagar, Chennai - 600 028, India.
Tel : +91-44-4467 6767, Fax : +91-44-4067 6161, E-mail: tvinfo@sunnetwork.in
Website: www.suntv.in CIN.: L22110TN1985PLC012491

27th March 2019

National Stock Exchange of India Limited
Exchange Plaza Bandra – Reclamation
BandraKurla Complex, Bandra (E)
Mumbai – 400 051

Sir,

Subject: Submission of Postal Ballot Notice
Ref:- Symbol: SUNTV – Series: EQ
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This is to inform that the Company is in the process of seeking the approval of the shareholders by Postal Ballot, including voting by electronic means, for the following matters:

S.No.	Description of Resolutions
1	Ordinary Resolution for Appointment of Mr. R. Mahesh Kumar as Director and Managing Director of the Company.
2	Ordinary Resolution for Appointment of Mr. K. Vijaykumar as an Executive Director of the Company.
3	Ordinary Resolution for Appointment of Ms. Kaviya Kalanithi Maran as Director and Executive Director of the Company.
4	Ordinary Resolution for Appointment of Mr. Sridhar Venkatesh as an Independent Director of the Company.
5	Ordinary Resolution for Appointment of Mr. Desmond Hemanth Theodore as an Independent Director of the Company.
6	Ordinary Resolution for Increase in Authorised Share Capital of the Company.
7	Special Resolution for Re-appointment of Mr. J. Ravindran as an Independent Director for a further term of five years.
8	Special Resolution for Re-appointment of Mr. Nicholas Martin Paul as an Independent Director for a further term of five years.
9	Special Resolution for Re-appointment of Mr. M.K. Harinarayanan as an Independent Director for a further term of five years.
10	Special Resolution for Re-appointment of Mr. R. Ravivenkatesh as an Independent Director for a further term of five years.
11	Special Resolution for Consent for continuation of appointment of Mr. S. Selvam as Non-Executive Director.
12	Special Resolution for Consent for continuation of payment of remuneration to Mr. Kalanithi Maran "Executive Chairman"
13	Special Resolution for Consent for continuation of payment of remuneration to Mrs. Kavery Kalanithi "Executive Director"
14	Special Resolution for Alteration of Memorandum of Association of the Company pursuant to the Companies Act, 2013.
15	Special Resolution for Alteration of Articles of Association pursuant to the Companies Act, 2013.

Sun TV Network Limited Chennai

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In this regard, we enclose herewith a copy of the Postal Ballot Notice, a specimen Postal Ballot Form, which is being circulated to the members whose names appears in the Register of Members/list of Beneficial Owners as on Friday the 15th March 2019 and specimen of newspaper advertisement for your information and records.

Thanking you,

For Sun TV Network Limited

R. Ravi
Company Secretary & Compliance Officer

Sun TV Network Limited

CIN : L22110TN1985PLC012491
Regd. Office: Murasoli Maran Towers, 73, MRC Nagar Main Road, MRC Nagar, Chennai – 600028
Tel: +91-44-4467 6767 Fax: +91-44-4067 6161
Email: tvinfo@sunnetwork.in Website: www.suntv.in

NOTICE OF POSTAL BALLOT

{Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014}

Dear Member(s)

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force) for seeking the consent of the members to the following items as appended below, which is sought to be obtained by means of Postal Ballot which includes voting by electronic means (e-voting). Accordingly, the proposed Resolutions and the Explanatory Statements setting out all material facts are being sent to you along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mrs. Lakshmmi Subramanian, Senior Partner (M.No: FCS – 3534 CP No: 1087) of M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read carefully the instructions for electronic voting, annexed to this Notice. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

Members are requested to carefully read the instructions printed in the Postal Ballot Form, record their assent or dissent to the above mentioned proposal(s) and return the duly completed Form in original in the pre-paid self addressed postage envelope so as to reach the Scrutinizer on or before Thursday, 25th April 2019. The Scrutinizer will submit the report to the Chairman / Director after completion of the scrutiny and the result of the postal ballot will be announced by the Chairman or any Director at the Registered Office of the Company on Friday, 26th April 2019 and also be uploaded on the Company's website.

By Order of the Board
For Sun TV Network Limited

Sd/-
R. Ravi
Company Secretary

Place: Chennai
Date: 20th March 2019

RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT

Special Business:

Item No. 1 - Appointment of Mr. R. Mahesh Kumar as Director and Managing Director of the Company.

To Consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to provisions of Sections 149, 152, 161, 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications, enactments or re-enactments thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the appointment of Mr. R. Mahesh Kumar (DIN: 05263229), as an Additional Director and Managing Director made at the Board Meeting held on 20.03.2019 be confirmed and the Consent of the Company be and is hereby granted for such appointment w.e.f. 01.04.2019 for a period of 5 (five) years, subject to retirement by rotation on payment of remuneration as detailed in the Explanatory Statement."

"RESOLVED FURTHER THAT the aggregate of the remuneration payable to Mr. R. Mahesh Kumar shall be subject to overall ceiling laid down under the Companies Act, 2013 and the Board be and is hereby authorized to vary, alter and modify the terms and conditions of remuneration/remuneration structure of Mr. R. Mahesh Kumar as a Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

"FURTHER RESOLVED THAT in the event of absence or inadequacy of profit in any financial year during the tenure of the appointment, the Board of Directors / Nomination and Remuneration Committee constituted by the Board, do accept to pay the above remuneration as the minimum remuneration to Mr. R. Mahesh Kumar, Managing Director."

"**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of director(s) to give effect to the above resolution."

Item No. 2 - Appointment of Mr. K. Vijaykumar as an Executive Director of the Company.

To Consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications, enactments or re-enactments thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the Consent of the company be and is hereby granted for the appointment of Mr. K. Vijaykumar (DIN: 03578076), (resigned from the post of Managing Director and Chief Executive Officer w.e.f. 31.03.2019) made at the Board Meeting held on 20.03.2019 as Whole Time Director designated as an Executive Director w.e.f. 01.04.2019 for a period of 5 (five) years, subject to retirement by rotation on payment of remuneration as detailed in the Explanatory Statement."

"RESOLVED FURTHER THAT the aggregate of the remuneration payable to Mr. K. Vijaykumar shall be subject to overall ceiling laid down under the Companies Act, 2013 and the Board be and is hereby authorized to vary, alter and modify the terms and conditions of remuneration/remuneration structure of Mr. K. Vijaykumar as an Executive Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

"FURTHER RESOLVED THAT in the event of absence or inadequacy of profit in any financial year during the tenure of the appointment, the Board of Directors / Nomination and Remuneration Committee constituted by the Board, do accept to pay the above remuneration as the minimum remuneration to Mr. K. Vijaykumar, Executive Director."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of director(s) to give effect to the above resolution."

Item No. 3 - Appointment of Ms. Kaviya Kalanithi Maran as a Director and an Executive Director of the Company.

To Consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to provisions of Sections 149, 152, 161, 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications, enactments or re-enactments thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the appointment of Ms. Kaviya Kalanithi Maran (DIN: 07883203), as an Additional Director and Whole Time Director designated as an Executive Director made at the Board Meeting held on 20.03.2019 be confirmed and the Consent of the Company be and is hereby granted for such appointment w.e.f. 01.04.2019 for a period of 5 (five) years, subject to retirement by rotation on payment of remuneration as detailed in the Explanatory Statement."

"RESOLVED FURTHER THAT the aggregate of the remuneration payable to Ms. Kaviya Kalanithi Maran shall be subject to overall ceiling laid down under the Companies Act, 2013 and the Board be and is hereby authorized to vary, alter and modify the terms and conditions of remuneration/remuneration structure of Ms. Kaviya Kalanithi Maran as an Executive Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

"FURTHER RESOLVED THAT in the event of absence or inadequacy of profit in any financial year during the tenure of the appointment, the Board of Directors / Nomination and Remuneration Committee constituted by the Board, do accept to pay the above remuneration as the minimum remuneration to Ms. Kaviya Kalanithi Maran, Executive Director."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of director(s) to give effect to the above resolution."

Item No. 4 - Appointment of Mr. Sridhar Venkatesh as an Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sridhar Venkatesh (DIN: 01662866), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the SEBI Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term (First) of five consecutive years, with effect from 01.04.2019 and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution."

Item No. 5 - Appointment of Mr. Desmond Hemanth Theodore as an Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Desmond Hemanth Theodore (DIN: 06925291), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the SEBI Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term (First) of five consecutive years, with effect from 01.04.2019 and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution."

Item No. 6 - Increase in Authorised Share Capital of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and the Rules framed thereunder, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.225,00,00,000/- (Rupees Two Hundred Twenty Five Crores Only) divided into 45,00,00,000 equity shares of Rs.5/- each, to Rs.600,00,00,000 (Rupees Six Hundred Crores Only) divided into 120,00,00,000 equity shares of Rs.5/- each, by creation of additional 75,00,00,000 equity shares of Rs.5/- each ranking pari pasu with existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution."

Item No. 7 – Re-appointment of Mr. J. Ravindran as an Independent Director for a further term of five years.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. J. Ravindran (DIN: 00550700), whose initial term as an Independent Director of the Company expires on 25th September 2019, and who is eligible to be reappointed as an Independent Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of five (5) consecutive years with effect from 26th September 2019."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution."

Item No. 8 – Re-appointment of Mr. Nicholas Martin Paul as an Independent Director for a further term of five years.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV and the Companies Act, 2013 and rules made thereunder, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Nicholas Martin Paul (DIN: 00542620), whose initial term as an Independent Director expires on 25th September 2019 and who is eligible to be reappointed as an Independent Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, and hold office for a second term of five (5) consecutive years with effect from 26th September 2019."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution."

Item No. 9 – Re-appointment of Mr. M.K. Harinarayanan as an Independent Director for a further term of five years.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV and the Companies Act, 2013 and rules made thereunder, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. M.K. Harinarayanan (DIN: 00545128), whose initial term as an Independent Director expires on 25th September 2019, and who is eligible to be reappointed as an Independent Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of five (5) consecutive years with effect from 26th September 2019 up to 25th September 2024."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution."

Item No. 10 – Re-appointment of Mr. R. Ravivenkatesh as an Independent Director for a further term of five years.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, Schedule IV and the Companies Act, 2013 and rules made thereunder, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. R. Ravivenkatesh (DIN: 03565108), whose initial term as an Independent Director expires on 25th September 2019 and who is eligible to be reappointed as an Independent Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years with effect from 26th September 2019."

"**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution."

Item No. 11 – Consent for continuation of appointment of Mr. S. Selvam as a Non-Executive Director.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 152, of the Companies Act, 2013 and rules made thereunder, in accordance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) or any re-enactment thereof, consent of the Company be and is hereby granted for the continuation of appointment of Mr. S. Selvam (DIN: 00727439) who has attained the age of 78 years, as a Non-Executive Director w.e.f. 1st April 2019, subject to retirement by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution."

Item No. 12 – Consent for continuation of payment of remuneration to Mr. Kalanithi Maran "Executive Chairman"

To Consider and, if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

"**RESOLVED THAT** in addition to the earlier resolutions passed by the members, pursuant to provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder, read with schedule V of the said Act, and on the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors and in accordance with the amendment made in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Consent of the Company be and is hereby accorded for the payment of annual remuneration, since exceeding 2.5% of Net Profits of the Company, (including any fees or compensation payable) to Mr. Kalanithi Maran (DIN: 00113886), Whole Time Director designated as an "Executive Chairman", being a promoter, until the expiry of his tenure of services, subject to the maximum overall ceiling limit as prescribed under the Companies Act, 2013."

"**FURTHER RESOLVED THAT** the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of director(s) to give effect to the above resolution."

Item No. 13 – Consent for continuation of payment of remuneration to Mrs. Kavery Kalanithi "Executive Director"

To Consider and, if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

"**RESOLVED THAT** in addition to the earlier resolutions passed by the members, pursuant to provisions of Sections 197 and 198 and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder, read with schedule V of the said Act, and on the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors and in accordance with the amendment made in Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Consent of the Company be and is hereby accorded for the payment of annual remuneration, since exceeding 2.5% of Net Profits of the Company, (including any fees or compensation payable) to Mrs. Kavery Kalanithi (DIN: 00113905), Whole Time Director designated as an "Executive Director", being a member of the Promoter Group, until the expiry of her tenure of services, subject to the maximum overall ceiling limit as prescribed under the Companies Act, 2013."

"**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of director(s) to give effect to the above resolution."

Item No. 14 - Alteration of Memorandum of Association of the Company pursuant to the Companies Act, 2013.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 and subject to approval of the Registrar of Companies, the Memorandum of Association be and is hereby renamed/renumbered/deleted as under:-

1. Clause III A of the Memorandum of Association be altered as below:

a. The existing Sub-Clauses (1) to (7) of Clause III A be deleted and substituted with new sub-clauses and the same be re-numbered as (1) to (7).
b. The existing Sub-Clauses (8) to (10) of Clause III A be deleted.
c. The existing Sub-Clause (11) be re-numbered as sub-clause (8).
d. The existing Sub-Clause (12) of Clause III A be deleted.
e. The existing Sub-Clause (13) be re-numbered as sub-clause (9).
f. The existing Sub-Clause (14) of Clause III A be deleted.
g. The existing Sub-Clause (15) be re-numbered as sub-clause (10).
h. The existing Sub-Clause (16) be re-numbered as sub-clause (11).
i. Existing sub-Clauses (4) to (6) in Clause III C be deleted and inserted after the existing sub-clause (11) in Clause III A and the same be re-numbered as sub-clause (12) to (14).

2. Clause III A of the Memorandum of Association be renamed as "The Main Objects for which the Company is established are"

3. Clause III B is renamed as "Objects incidental and ancillary to the attainment of the main objects are".

4. The entire Clause III C of the Memorandum of Association be deleted, except as said in 1(i) above.

"**RESOLVED FURTHER THAT** the amended Memorandum of Association after all the alterations/insertions/deletions as mentioned above, is available for inspection at the Registered Office of the Company during business hours and at the website of the Company upto the declaration of the Postal Ballot Results."

"**FURTHER RESOLVED THAT** the Clause V of the Memorandum of Association be altered in terms of increase in Authorised Capital as set out in the Item No.6 and detailed as under:"

"**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, read with section 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and the Rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting existing Clause V of the Memorandum of Association of the Company with the following clause-V. The Authorised Share Capital of the Company is Rs.600,00,00,000/- (Rupees Six Hundred Crores Only) divided into 120,00,00,000 equity shares of Rs.5/- each (Rupees Five Only) with power to increase or reduce the Capital of the Company and so divide the Shares in the Capital for the time being into several classes and attach thereto respectively such preferential, qualified or conditions in such manner as may be, for the time being provided by regulations of the Company and also the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s)."

"**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Item No. 15 - Alteration of Articles of Association pursuant to the Companies Act, 2013.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Existing Articles No.1 to 20 of Articles of Association be deleted and New Article No.1 to 141 be added to Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, matters and things as may be deemed necessary or incidental thereto including signing and filing the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers conferred herein as they may deem fit in the best interest of the Company and its Shareholders."

By Order of the Board
For Sun TV Network Limited

Sd/-
R. Ravi
Company Secretary

Place: Chennai
Date: 20th March 2019

NOTES

1. The Explanatory Statement of material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

2. The Notice is being sent to all the Members, whose names appear in the Register of Members as on 15th March, 2019. The e-voting shall commence at 9.00 A.M. on Thursday, 28th March 2019.

3. As per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their email IDs are being sent this Notice of Postal Ballot by e-mail. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid-self-addressed Business Reply Envelope.

4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

5. In compliance with provisions of Section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by M/s. Karvy Fintech Private Limited (Karvy). The instructions for electronic voting are annexed to this Notice.

6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 15th March 2019 and a person who is not a Member as on the record date should treat this Notice for information purposes only.

7. The Members can opt for only one mode of voting. i.e by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical ballot forms will be treated as invalid.

8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Prepaid Postal Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.00 P.M. IST) on 25th April 2019.

   However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5.00 P.M. IST on 25th April 2019 it will be considered that no reply from the Member has been received.

9. The Scrutinizer will submit his report to the Chairman/Director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company on Friday, 26th April 2019 at the Registered Office of the Company and will also be displayed on the website of the Company www.suntv.in and on the website of Karvy. The results shall simultaneously be communicated to the Stock Exchanges (SE's).

10. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

11. Documents specifically stated in the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days from the date of despatch until the last date for receipt of votes by postal ballot/remote e-voting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors of the Company has appointed Mr. R. Mahesh Kumar at the Board Meeting held on 20.03.2019 based on the recommendations of the Nomination and Remuneration Committee subject to approval of the shareholders as an Additional Director and Managing Director for a period of five years w.e.f. 01.04.2019. Further, considering his rich experience and knowledge Board now seeks to confirm his appointment as a Director and Managing Director. Hence, the Board recommends the Resolution to be passed as an Ordinary Resolution.

A brief profile of the appointee is annexed to the Notice.

Remuneration Details

Particulars	Remuneration
Basic Salary	Rs.42,00,000/- per annum
House Rent Allowance	Rs.21,00,000/- per annum
Leave Travel Allowance	Rs.18,00,000/- per annum
Other Allowance - Special Allowance	Rs.35,56,464/- per annum
Performance Linked Incentive	Rs.71,50,740/- per annum
Annual Increment	To be decided by the Nomination and Remuneration Committee subject to a maximum of 25% per year on all of the above.
Other Perquisites	• In addition to the above salary, he will be eligible for use of chauffeur driven company cars, telecommunication facilities at the residence and such other perquisites and allowances in accordance with rules of the Company. • The Company will pay medical insurance coverage premium for him and his family for hospitalization in India. • Membership in clubs will be made available to meet business associates during employment with the Company. • The Company will reimburse the entertainment expenses incurred by the Managing Director in the course of business. • The Company will reimburse the expenses incurred for subscribing newspapers and magazines by the Managing Director. • The Managing Director will be entitled for personal accident insurance as per Company rules.
Retirement Benefit	• The Company will pay contribution at a percentage of salary towards provident fund / pension / superannuation fund provided that such contribution shall not exceed the limit laid down under the Income Tax Act, 1961. • The Company will contribute to gratuity at a rate not exceeding half a month's salary for each completed year of service.
Leave Entitlement	As per rules of the Company

Save and except the above Director, none of the other Directors / Key Managerial personnel of the Company / their relatives are in any way concerned or interested financially or otherwise in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Item No. 2

Mr. K. Vijaykumar, who resigned from the post of the Managing Director and Chief Executive Officer, has expressed his willingness to continue to render his services as an Executive Director. The Board has appointed Mr. K. Vijaykumar at the Board Meeting held on 20.03.2019 based on the recommendations of the Nomination and Remuneration Committee subject to approval of the shareholders as a Whole Time Director designated as an Executive Director for a period of five years effective from 01.04.2019. Further, considering his rich experience and knowledge, the Board now seeks to confirm his appointment as a Whole Time Director designated as an Executive Director. Hence, the Board recommends the Resolution to be passed as an Ordinary Resolution.

A brief profile of the appointee is annexed to the Notice.

Remuneration Details

Particulars	Remuneration
Basic Salary	Rs.39,00,000/- per annum
House Rent Allowance	Rs.19,50,000/- per annum
Leave Travel Allowance	Rs.15,00,000/- per annum

Other Allowance - Special Allowance	Rs.21,51,720/- per annum
Performance Linked Incentive	Rs.42,74,004/- per annum
Annual Increment	To be decided by the Nomination and Remuneration Committee subject to a maximum of 25% per year on all of the above.
Other Perquisites	• In addition to the above salary, he will be eligible for use of chauffeur driven company cars, telecommunication facilities at the residence and such other perquisites and allowances in accordance with rules of the Company. • The Company will pay medical insurance coverage premium for him and his family for hospitalization in India. • Membership in clubs will be made available to meet business associates during employment with the Company. • The Company will reimburse the entertainment expenses incurred by the Executive Director in the course of business. • The Company will reimburse the expenses incurred for subscribing newspapers and magazines by the Executive Director. • The Executive Director will be entitled for personal accident insurance as per Company rules.
Retirement Benefit	• The Company will pay contribution at a percentage of salary towards provident fund / pension / superannuation fund provided that such contribution shall not exceed the limit laid down under the Income Tax Act, 1961. • The Company will contribute to gratuity at a rate not exceeding half a month's salary for each completed year of service.
Leave Entitlement	As per rules of the Company

The Board recommends the Resolution to be passed as an Ordinary Resolution.

Save and except the above Director, none of the other Directors / Key Managerial personnel of the Company / their relatives are in any way concerned or interested financially or otherwise in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Item No. 3

Ms. Kaviya Kalanithi Maran, Vice President of the Company was appointed at the Board Meeting held on 20.03.2019 based on the recommendations of the Nomination and Remuneration Committee subject to approval of the shareholders as an Additional Director and Whole Time Director designated as an Executive Director for a period of five years w.e.f. 01.04.2019. Further, the Board now seeks to confirm her appointment as a Director and Whole Time Director designated as an Executive Director. Hence, the Board recommends the Resolution to be passed as an Ordinary Resolution.

A brief profile of the appointee is annexed to the Notice.

Remuneration Details

Particulars	Remuneration
Basic Salary	Rs.36,00,000/- per annum
House Rent Allowance	Rs.18,00,000/- per annum
Leave Travel Allowance	Rs.12,00,000/- per annum
Other Allowance - Special Allowance	Rs.13,66,200/- per annum
Performance Linked Incentive	Rs.49,32,000/- per annum
Annual Increment	To be decided by the Nomination and Remuneration Committee subject to a maximum of 25% per year on all of the above.
Other Perquisites	• In addition to the above salary, she will be eligible for use of chauffeur driven company cars, telecommunication facilities at the residence and such other perquisites and allowances in accordance with rules of the Company. • The Company will pay medical insurance coverage premium for her and her family for hospitalization in India. • Membership in clubs will be made available to meet business associates during employment with the Company.

	• The Company will reimburse the entertainment expenses incurred by the Executive Director in the course of business. • The Company will reimburse the expenses incurred for subscribing newspapers and magazines by the Executive Director. • The Executive Director will be entitled for personal accident insurance as per Company rules.
Retirement Benefit	• The Company will pay contribution at a percentage of salary towards provident fund / pension / superannuation fund provided that such contribution shall not exceed the limit laid down under the Income Tax Act, 1961. • The Company will contribute to gratuity at a rate not exceeding half a month's salary for each completed year of service.
Leave Entitlement	As per rules of the Company

Save and except the above Director and Mr. Kalanithi Maran and Mrs. Kavery Kalanithi, none of the other Directors/ Key Managerial personnel of the company/ their relatives are in any way concerned or interested financially or otherwise in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Item Nos. 4 & 5

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of an Independent Director requires approval of the members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 20.03.2019 has appointed Mr. Sridhar Venkatesh and Mr. Desmond Hemanth Theodore as Additional Directors (Independent) subject to approval of the shareholders for a period of five years w.e.f. 01.04.2019 (First term).

The proposed appointees are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as a Directors. The Company has also received declaration from Mr. Sridhar Venkatesh and Mr. Desmond Hemanth Theodore that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (listing Regulations) In the opinion of the Board the above Directors fulfill the conditions for appointment as an Independent Director as specified in the act and the listing regulations.

The profiles of Mr. Sridhar Venkatesh and Mr. Desmond Hemanth Theodore are attached to the Notice.

The Board recommends the Resolutions to be passed as Ordinary Resolutions.

Save and except the above Director, none of the other Directors / Key Managerial personnel of the Company / their relatives are in any way concerned or interested financially or otherwise in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Item Nos. 7, 8, 9 and 10

Mr. J. Ravindran, Mr. Nicholas Martin Paul, Mr. M.K. Harinarayanan and Mr. R. Ravivenkatesh were appointed as Independent Directors of the Company and they hold office as Independent Directors of the Company up to 25th September, 2019 (First term). The Nomination & Remuneration Committee has recommended their reappointment as Independent Directors for the second term of five consecutive years on the Board of the Company.

Accordingly, it is proposed to reappoint Mr. J. Ravindran, Mr. Nicholas Martin Paul, Mr. M.K. Harinarayanan and Mr. R. Ravivenkatesh as Independent Directors of the company, not liable to retire by rotation, for a second term of five consecutive years on the Board of the Company w.e.f. 26th September, 2019.

The proposed appointees are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as a Directors. The Company has also received declaration from Mr. J. Ravindran, Mr. Nicholas Martin Paul, Mr. M.K. Harinarayanan and Mr. R. Ravivenkatesh that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (listing Regulations) In the opinion of the Board Mr. J. Ravindran, Mr. Nicholas Martin Paul, Mr. M.K. Harinarayanan and Mr. R. Ravivenkatesh fulfill the conditions for appointment as an Independent Director as specified in the act and the listing regulations.

The Board based on the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee, their experience and contributions made by them during their tenure opines that their continued association would be beneficial to the company and hence recommend the resolution as set out in item Nos. 2, 3, 4 and 5 to be passed as a Special Resolutions.

A brief profile of the appointees is annexed to the Notice.

Save and except the above Directors, none of the other Directors / Key Managerial personnel of the company/ their relatives are in any way concerned or interested financially or otherwise in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Item No.11 & 12

Regulation 17(6)(e) of the amended regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia, prescribes that any payment of remuneration to the Executive Director of the Company being promoters or members of the Promoter Group in excess of higher of Rs.5 Crore or 2.5% of the Net Profits or 5% of the Net Profit in aggregate to all such directors will require the approval of members of the Company by way of special resolution. The remuneration of Mr. Kalanithi Maran, Executive Chairman, (Promoter) and Mrs. Kavery Kalanithi, Executive Director (Promoter Group) was approved earlier by the members of the Company as an ordinary resolution in terms of provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereof within the limits prescribed under the said provisions. In view of the amended provisions of the Listing Regulations, such remuneration shall require to be approved by the shareholders through a special resolution.

The Board recommends the Item No.11 and 12 of the Notice to be passed as a Special Resolution.

Save and except the above Directors and Ms. Kaviya Kalanithi Maran, none of the other directors/ Key Managerial personnel of the company/ their relatives are in any way concerned or interested financially or otherwise in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Item No.13

The Regulation 17(1A) of the amended regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia prescribes that the listed entity shall not appoint a person or continue directorship of any persons as a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect. Mr. S. Selvam, aged 78 has been serving the Company as Director for a decade and considering his rich experience and knowledge, the Board thinks fit to continue to avail his services in the interest of the Company and recommends the Special resolution for continuing his appointment in accordance with the Regulation 17(1A).

A brief profile of the appointee is annexed to the Notice.

Save and except the above Director, none of the other Directors / Key Managerial personnel of the company/ their relatives are in any way concerned or interested financially or otherwise in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Item No.6, 14 & 15

The present Authorized Capital of the Company is Rs.225,00,00,000/- (Rupees Two Hundred and Twenty Five Crores Only) and the paid up share capital of the Company is Rs.197,04,23,100 (Rupees One Hundred and Ninety Seven Crores Four Lakhs Twenty Three Thousand and One Hundred Only).

In order to broad base the capital structure and to facilitate the issue of further equity shares of the Company, your Board now proposes to increase its authorized share capital to Rs.600,00,00,000/- (Rupees Six Hundred Crores Only). The increase in the Authorised Share Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association of the Company.

The Board recommends item no.6 of the Resolution to be passed as an Ordinary Resolution.

Pursuant to the Companies Act, 2013, Main objects are required to be aligned in accordance with the new Companies Act, 2013 provided therein.

Further, the amendments introduced in sub-clauses (1) to (7) of Clause III A are only to broad base the ambit of the various objects to facilitate the operations of the Company in the context of the emerging developments and changes in the technology that have an impact on the existing business. Such alteration of the Capital Clause requires approval of the members pursuant to section 13 and 62 of the Companies Act, 2013 by way of passing a Special Resolution, hence Board recommends item no.14 for your approval.

The existing Articles of Association (AOA) is based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended from time to time and in order to make existing AOA in line with the above said Act and Regulations, it is proposed to delete the existing Articles No.1 to 20 and insert new Articles No. 1 to 141 in AOA of the Company.

Pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of a Special Resolution is required for alteration of AOA.

The Board recommends Item No.15 of the Notice for approval of the Members.

Save and except to the extent of the shares held, none of the Directors / Key Managerial personnel of the Company / their relatives are in any way concerned or interested financially or otherwise in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

A copy of the proposed set of revised Memorandum and Articles of Association of the Company revised in terms of Item No.6, 14 and 15 would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. and also available on the website of the Company, upto the date of declaration of the result.

Brief profile of the Directors / Appointees:-

Name of the Director	Mr. R. Mahesh Kumar	Mr. K. Vijaykumar	Ms. Kaviya Kalanithi Maran	Mr. Sridhar Venkatesh	Mr. Desmond Hemanth Theodore
Brief Profile	Mr. R Mahesh Kumar aged about 49 years, is a Chartered Accountant with about 25 years of experience out of which more than 15 years has been in the Media industry. He started his career with Citibank and also worked in American Express Bank and KPMG. Mr. Mahesh Kumar was with Asianet Satellite Communications Private Limited (Rajan Raheja Group) for about 11 years and held several management roles there. He joined Sun Direct TV Private Limited in April 2011 as its Chief Executive Officer and later on took over as its Managing Director in May 2012. He assumed responsibility as the President of Sun TV Network Limited in November 2015.	Mr. K. Vijaykumar, aged 54 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 20th April 2012 and has over two decades of tremendous and rich experience in the media industry. He had been associated with Sun Group since 1993. He is actively involved in the business and operations of Sun TV Network Limited including monitoring and execution of strategic initiatives.	Ms. Kaviya Kalanithi Maran aged about 27 years, holds an MBA from Leonard N Stern School of Business, New York University, USA. She is Vice President of the Company since Sept 2016. She also spearheads the Company's digital foray, Sun NXT. Earlier, she had interned with the Departments associated with Programming and content creation.	Sridhar Venkatesh aged about 53 years, is a B.Sc. graduate from Bharathiar University. He is Founder /CEO of Opus Fashions Private Limited, known for a leading contemporary women's wear under the brand of Maybell. He is a member of the Top CEO's Forum and lives in Chennai and an active speaker at many business fora.	Desmond Theodore aged about 46 years, is an MBA from the University of Madras. He has been associated for nearly two decades with the realty sector in the state of Tamil Nadu in his capacity as a partner with Tessco Constructions.
Directorship held in other Companies (Excluding Private Companies and Foreign Companies)	NIL	Kal Radio Limited	NIL	NIL	NIL
Memberships / Chairmanships of Committees in Public Companies	NIL	He is the Member of Corporate Social Responsibility Committee of Sun TV Network Limited He is the Member of Audit Committee and Corporate Social Responsibility Committee of Kal Radio Limited.	NIL	NIL	NIL
Shareholding	NIL	96	NIL	NIL	NIL
Relationships between Directors inter-se	NIL	NIL	Daughter of Mr. Kalanithi Maran, Chairman and Mrs. Kavery Kalanithi, Executive Director.	NIL	NIL

Name of the Director	Mr. J. Ravindran	Mr. Nicholas Martin Paul	Mr. M.K. Harinarayanan	Mr. R. Ravivenkatesh	Mr. S. Selvam
Brief Profile	Mr. J. Ravindran aged about 44 was appointed as a Non-Executive Independent Director of the Company in February 2006. He has a bachelor's degree in arts and a 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 Kal Radio Limited and South Asia FM Limited. He does not hold any share in the Company.	Mr. Nicholas Martin Paul aged about 51 was appointed as a Non-Executive Independent Director of the Company in February 2006. He has a bachelor's degree in history from the University of Madras.	Mr. M.K. Harinarayanan, aged 55 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 about 53 years, is a Non-Executive Independent Director of the Company who joined the Board in 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 motorsports and rifle shooting in the city of Coimbatore and adjoining districts. Mr. R. Ravivenkatesh did his BA degree at Bharathiar University.	Mr. S. Selvam, aged about 78 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)	1. South Asia FM Limited 2. Kal Radio Limited	1. South Asia FM Limited 2. Kal Radio Limited	NIL	NIL	NIL
Memberships / Chairmanships of Committees in Public Companies	He is the Chairman of the Audit Committee, Nomination and Remuneration Committee and Member of the Shareholders' Relationship Committee and Risk Management Committee of Sun TV Network Limited. He is the Chairman of the Audit Committee and Corporate Social Responsibility Committee and Member of Nomination and Remuneration Committee of South Asia FM Limited. He is the Chairman of the Audit Committee and Corporate Social Responsibility Committee and Member of Nomination and Remuneration Committee of Kal Radio Limited.	He is the Member of the Audit Committee, Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee and Shareholders' Relationship Committee of Sun TV Network Limited. He is the Member of Audit Committee of Kal Radio Limited. He is the Member of Audit Committee of South Asia FM Limited.	He is the Chairman of the Shareholders' Relationship Committee and a Member of Audit Committee, Risk Management Committee and Nomination and Remuneration Committee of Sun TV Network Limited.	He is the Member of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Shareholders' Relationship Committee of Sun TV Network Limited.	NIL
Shareholding	NIL	NIL	NIL	20,750	68,59,805
Relationships between Directors inter-se	NIL	NIL	NIL	NIL	NIL

SUN TV NETWORK LIMITED

Regd.Office: Murasoli Maran Towers, 73, MRC Nagar Main Road, MRC Nagar, Chennai-600028
Phone: 044-44676767 Fax: 044-40676161, email: tvinfo@sunnetwork.in, Website: www.suntv.in
CIN: L22110TN1985PLC012491

POSTAL BALLOT FORM

Serial No. :

1.Name and Registered Address of the sole / first Joint shareholder :

2. Name(s) of the Joint Holder(s) if any :

3.Registered Folio No/DP ID No./Client ID No.* (*applicable to shareholders holding shares in dematerialized Form) :

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolutions to be passed through postal ballot for the businesses stated in the notice of the Company dated 20th March 2019 by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark in the appropriate box below:

Item No.	Description	No of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Resolution				
1.	Appointment of Mr. R. Mahesh Kumar as Director and Managing Director			
2.	Appointment of Mr. K.Vijaykumar as an Executive Director			
3.	Appointment of Ms. Kaviya Kalanithi Maran as Director and Executive Director			
4.	Appointment of Mr. Sridhar Venkatesh as an Independent Director			
5.	Appointment of Mr. Desmond Hemanth Theodore as an Independent Director			
6.	Increase in Authorised Share Capital of the Company			
Special Resolution				
7.	Re-appointment of Mr. J. Ravindran as an Independent Director			
8.	Re-appointment of Mr.Nicholas Martin Paul as an Independent Director			
9.	Re-appointment of Mr.M.K.Harinarayanan as an Independent Director			
10.	Re-appointment of Mr.R. Ravivenkatesh as an Independent Director			
11.	Consent for Continuation of appointment of Mr. S. Selvam as a Non-Executive Director			
12.	Consent for continuation of payment of remuneration to Mr. Kalanithi Maran "Executive Chairman"			
13.	Consent for continuation of payment of remuneration to Mrs. Kavery Kalanithi "Executive Director"			
14.	Alteration of Memorandum of Association Pursuant to the Companies Act, 2013			
15.	Alteration of Articles of Association pursuant to the Companies Act, 2013			

Place :
Date :

Signature of the Member

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EVENT (E-Voting Event Number)	User ID	Password

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the company in the attached self-addressed pre-paid envelope. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholder will also be accepted.

2. The self-addressed envelope bears the name of the scrutinizer appointed by the Board of Directors of the Company.

3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered / recorded with the company / DP) by the first named shareholder and in his/her absence, by the next named shareholder.

4. In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot form should be accompanied by a certified true copy of the relevant authorization.

5. Unsigned/incomplete/blank Postal Ballot forms will be rejected.

6. Duly completed postal Ballot forms should reach the Scrutinizer not later than the close of working hours on Thursday, the 25th day of April 2019. Postal Ballot forms received after this date will be treated as if the reply from the shareholder has not been received.

7. A Shareholder need not use all his votes nor cast all his votes in the same way.

8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders on the date of dispatch of the notice.

9. Members are requested not to send any other paper (other than the resolution / authority as mentioned under instruction above) along with the postal ballot form in the enclosed self addressed prepaid postage envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.

10. The Scrutinizer's decision on the validity of the Postal Ballot form will be final.

11. The result of the Postal Ballot will be declared on Friday the 26th day of April 2019 at the Registered Office of the Company.

Sun TV Network Limited

CIN: L22110TN1985PLC012491
Registered Office: Murasoli Maran Towers, 73, MRC Nagar Main Road, MRC Nagar, Chennai – 600 028. Tel. No. 044-44676767 Fax: 044-40676161
Email: tvinfo@sunnetwork.in Website: www.suntv.in

Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the Company has on 27th March 2019 completed the dispatch of the Postal Ballot Notice, along with the Postal Ballot Form:

(a) through electronic mail to the members whose email ID's are registered in the records of the depository participants; and

(b) through physical mode, along with a postage pre-paid self-addressed Business reply envelope to the other members (whose email ID's are not registered)

for seeking approval of the shareholders of the Company by Postal Ballot, including voting by electronic means, for the following matters:

S. No.	Description of the Resolution
1.	Ordinary Resolution for Appointment of Mr. R. Mahesh Kumar as Director and Managing Director of the Company.
2.	Ordinary Resolution for Appointment of Mr. K. Vijaykumar as an Executive Director of the Company.
3.	Ordinary Resolution for Appointment of Ms. Kaviya Kalanithi Maran as Director and Executive Director of the Company.
4.	Ordinary Resolution for Appointment of Mr. Sridhar Venkatesh as an Independent Director of the Company.
5.	Ordinary Resolution for Appointment of Mr. Desmond Hemanth Theodore as an Independent Director of the Company.
6.	Ordinary Resolution for Increase in Authorised Share Capital of the Company.
7.	Special Resolution for Re-appointment of Mr. J. Ravindran as an Independent Director for a further term of five years.
8.	Special Resolution for Re-appointment of Mr. Nicholas Martin Paul as an Independent Director for a further term of five years.
9.	Special Resolution for Re-appointment of Mr. M.K. Harinarayanan as an Independent Director for a further term of five years.
10.	Special Resolution for Re-appointment of Mr. R. Ravivenkatesh as an Independent Director for a further term of five years.
11.	Special Resolution for Consent for continuation of appointment of Mr. S. Selvam as Non-Executive Director.
12.	Special Resolution for Consentfor continuation of payment of remuneration to Mr. Kalanithi Maran "Executive Chairman"
13.	Special Resolution for Consentfor continuation of payment of remuneration to Mrs. Kavery Kalanithi "Executive Director"
14.	Special Resolution for Alteration of Memorandum of Association of the Company pursuant to the Companies Act, 2013.
15.	Special Resolution for Alteration of Articles of Association pursuant to the Companies Act, 2013.

The Postal Ballot notice has been sent to all the members, whose name appear in the register of members / beneficial owners maintained by the depositories as on 15th March 2019.

The Company has engaged the services of M/s. KarvyFintech Private Limited (Karvy) for the purpose of providing e-voting facility to all the members. Members are requested to take note that the voting., both through Postal Ballot and electronic mode shall commence from Thrusday, 28th March, 2019 at 9.00 am and will end at 5.00 pm on Thursday, 25th April 2019. The e-voting module will be disabled by Karvy for voting thereafter.

Members are requested to note that the duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 5.00 pm on Thursday, 25th April 2019. The Postal Ballot Form received after this date will be considered invalid.

Members seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot / e-voting process can write to Karvy. Alternatively, you can download the Postal Ballot Form from the Company's website www.suntv.in or seek the same by sending an e-mail at evoting@karvy.com. The duly filled in Form should be sent to "Mrs. Lakshmmi Subramanian, Scrutinizer, KarvyFintech Private Limited, Unit: Sun TV Network Limited,Karvy Selenium Tower B, Plot Number 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032.

The result of the Postal Ballot shall be declared on 26th April 2019 along with the consolidated scrutinizer's report shall be placed on the website of the Company www.suntv.in and on the website of Karvy. The results shall simultaneously be communicated to the Stock Exchanges.

For Sun TV Network Limited
Sd/-
R. Ravi
Company Secretary

Place : Chennai
Date : 27.03.2019