



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 Email: tvinfo@sunnetwork.in
Website: www.suntv.in CIN.: L22110TN1985PLC012491

17th March 2017

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

Sir,

Subject: Submission of Postal Ballot Notice
Ref:- Symbol: SUNTV - Series: EQ

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 the Resolution
1.	Ordinary Resolution for re-appointment and fixing remuneration of Mr. K. Vijaykumar as Managing Director & Chief Executive Officer
2.	Ordinary Resolution for re-appointment and fixing remuneration of Mr. Kalanithi Maran as Whole Time Director designated as "Executive Chairman".
3.	Ordinary Resolution for re-appointment and fixing remuneration of Mrs. Kavery Kalanithi as Whole Time Director designated as "Executive Director."

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 10th March 2017 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

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 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (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 – 3435 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 Monday, 17th April 2017. 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 Wednesday, 19th April 2017 and also be uploaded on the Company's website www.suntv.in

By Order of the Board
For Sun TV Network Limited

Sd/-
R. Ravi
Company Secretary

Place : Chennai
Date : 10th March 2017

RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT

Special Business:

Item No. 1 – To re-appoint Mr. K. Vijaykumar (DIN: 03578076) as Managing Director and Chief Executive Officer and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, or any re-enactment thereof, consent of the Company be and is hereby accorded to the re-appointment of Mr. K. Vijaykumar, as Managing Director and Chief Executive Officer for a period of five years with effect from 20th April 2017 to 19th April 2022 on a remuneration not exceeding the prescribed limit as mentioned under the Companies Act, 2013. However, the same shall be paid in the manner specified in the Act, as per the terms and

conditions as set out in the Explanatory statement annexed hereto as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company."

"FURTHER RESOLVED THAT in 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 vary the terms of remuneration and perquisites with the liberty to revise the remuneration payable to Mr.K. Vijaykumar, Managing Director & Chief Executive Officer in accordance with Section 196, 197 read with Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, alter and modify the terms and conditions of appointment including remuneration/remuneration structure of Mr.K. Vijaykumar, Managing Director & Chief Executive Officer within the limits prescribed in the explanatory statement."

"RESOLVED FURTHER THAT subject to superintendence, control and direction of the Board, Mr. K. Vijaykumar shall perform such duties and functions as would be commensurate with his position as Managing Director and Chief Executive Officer of the Company and as may be delegated to him from time to time by the Board."

"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 to delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the above resolution."

Item No. 2 - To re-appoint Mr. Kalanithi Maran (DIN: 00113886) as Whole-Time Director designated as "Executive Chairman" and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, or any re-enactment thereof, consent of the Company be and is hereby accorded to the re-appointment of Mr. Kalanithi Maran as Whole Time Director designated as "Executive Chairman" for a period of five years with effect from 20th April 2017 to 19th April 2022 on a remuneration not exceeding the prescribed limit mentioned under the Companies Act, 2013. However, the same shall be paid in the manner specified in the Act, as per the terms and conditions as set out in the Explanatory statement annexed hereto as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company."

"FURTHER RESOLVED THAT in 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 vary the terms of remuneration and perquisites with the liberty to revise the remuneration payable to Mr. Kalanithi Maran as Whole Time Director designated as "Executive Chairman" in accordance with Section 196, 197 read with Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, alter and modify the terms and conditions of appointment including remuneration/remuneration structure of Mr. Kalanithi Maran as Whole Time Director designated as "Executive Chairman" within the limits prescribed in the explanatory statement."

"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 to delegate all or any of its power herein conferred to any committee of directors or director(s) to give effect to the above resolution."

Item No. 3 - To re-appoint Mrs. Kavery Kalanithi (DIN: 00113905) as Whole-Time Director designated as "Executive Director" and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, or any re-enactment thereof, consent of the Company be and is hereby accorded to the re-appointment of Mrs. Kavery Kalanithi as Whole Time Director designated as "Executive Director" for

a period of five years with effect from 20th April 2017 to 19th April 2022 on a remuneration not exceeding the prescribed limit mentioned under the Companies Act, 2013. However, the same shall be paid in the manner specified in the Act, as per the terms and conditions as set out in the Explanatory statement annexed hereto as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company."

"FURTHER RESOLVED THAT in 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 vary the terms of remuneration and perquisites with the liberty to revise the remuneration payable to Mrs. Kavery Kalanithi as Whole Time Director designated as "Executive Director" in accordance with Section 196, 197 read with Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, alter and modify the terms and conditions of appointment including remuneration/remuneration structure of Mrs. Kavery Kalanithi as Whole Time Director designated as "Executive Director" within the limits prescribed in the explanatory statement."

"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 to delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the above resolution."

By Order of the Board
For Sun TV Network Limited

Sd/-
R. Ravi
Company Secretary

Place : Chennai
Date : 10th March 2017

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 10th March, 2017. The e-voting shall commence at 9.00 A.M. on Saturday, March 18, 2017.
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 Computershare 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 10th March 2017 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. 5.30 P.M. IST) on April 17, 2017.

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 5.30 P.M. IST on April 17, 2017, 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 Wednesday, April 19, 2017 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 COMPANIES ACT, 2013:

Item No. 1 to 3

Mr. K. Vijaykumar, Managing Director, Mr. Kalanithi Maran, Executive Chairman and Mrs. Kavery Kalanithi, Executive Director (hereinafter referred to as appointees) were appointed by the Members for a period of 5 years ending on 19th April 2017. The Board of Directors on the recommendation of Nomination and Remuneration Committee has reappointed them with effect from 20th April 2017 for a period of 5 years subject to the approval of Members.

Keeping in view of the rich experience of all the three appointees and their association with the Company for a long period it would be in the interest of the Company to continue the employment of all the three appointees. Therefore, your Directors recommend the passing of all the three Ordinary Resolutions.

None of the Directors, Key Managerial Personnel and their relatives except the respective appointees and their relatives are concerned or interested, financially or otherwise in the resolution as set out in item no. 1 to 3. Mrs Kavery Kalanithi, Executive Director is related to Mr. Kalanithi Maran, Executive Chairman.

The brief profile and the terms of re-appointment and remuneration of each of the appointees are detailed below:-

MR. K. VIJAYKUMAR:

Tenure: 5 Years with effect from 20th April 2017

Mr. K. Vijaykumar, aged 51 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 20 th 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.	
Particulars	Remuneration
Basic Salary	Rs. 53,56,000/- per annum
House Rent Allowance	Rs. 26,78,000/- per annum
Leave Travel Allowance	Rs. 4,46,000/- per annum
Other Allowance - Special Allowance	Rs. 10,06,600/- per annum
Ex-gratia	Rs. 41,15,000/- per annum
Annual Increment	To be decided by the Nomination and Remuneration Committee subject to a maximum of 25% per year.

Other Perquisites	• In addition to the above salary, he will be eligible for use of chauffeur driven company cars, telecommunication facilities at residence and such other perquisites and allowances in accordance with rules of the Company. • The Company will pay medical insurance coverage premium for family for hospitalization in India and/or abroad. Medical expenses incurred in India or abroad including hospitalization will be paid / reimbursed by the Company. • Corporate 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 and Chief Executive Officer in the course of business. • The Company will reimburse the expenses incurred for subscribing newspapers and magazines by our Managing Director and Chief Executive Officer. • The Managing Director and Chief Executive Officer 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

Provided that the above terms and conditions shall however be restricted to the limits prescribed under the Companies Act, 2013. A written Memorandum setting out the terms of appointment of Mr. K. Vijaykumar is open for inspection at the registered office of the Company during the business hours on all working days until the completion of Postal Ballot.

The Board recommends the resolution set out in item no.1 for approval of the Members through Postal Ballot.

MR. KALANITHI MARAN :

Tenure: 5 Years with effect from 20th April 2017

Mr. Kalanithi Maran aged about 51 years holds a Bachelor of Commerce from the University of Madras, Chennai and MBA from Scranton University, Pennsylvania, USA. Mr. Maran who saw a business opportunity in regional languages television much before any one else realised the true potential of this space, gave shape to his vision on April 14,1993 with the launch of the network's flagship channel Sun TV in Tamil. What began, as a single channel with three hours of programming a day has since grown to a network of 33 channels in the south Indian languages. In the process, Sun TV Network has emerged as India's largest television networks and one of the Asia's most respected media Companies. Mr. Maran has been widely recognised and honoured for his stellar contribution to the development of the broadcast and media industry. He was awarded the "Entrepreneur of the Year 2009" by the TiE Con and awarded the Entrepreneurship Award instituted by CNBC Television and received the same from Dr. Manmohan Singh, Hon'ble Prime Minister of India in the year 2005 and "Outstanding Businessman Award" in the Entertainment and Information Sector instituted by the International Audit Firm Ernst & Young in the Year 2004. He represented India for the World Young Business Achiever Award, 1999 held in Portugal and was awarded with the coveted title of World Young Business Achiever Award 1999 for Creativity.

Particulars	Remuneration
Salary	Rs. 6,12,00,000/-per annum
Leave Travel Allowance	Rs. 61,20,000/- per annum
Other Allowance - Special Allowance	Rs. 91,80,000/- per annum
Utilities and Education	Rs. 45,91,584/- per annum
Ex-gratia	Rs. 61,20,000/- per annum
Others	Rs. 1,47,90,180/- per annum
Annual Increment	To be decided by the Nomination and Remuneration Committee subject to a maximum of 25% per year.

Other Perquisites	• In addition to the above salary, he will be eligible for use of chauffeur driven company cars, telecommunication facilities at residence and such other perquisites and allowances in accordance with rules of the Company. • The Company will provide him with rent free furnished residential accommodation (furnished or otherwise) or house rent allowance at the rate of 60% of the basic salary per month. • The Company will pay medical insurance coverage premium for family for hospitalization in India and/or abroad. Medical expenses incurred in India or abroad including hospitalization will be paid / reimbursed by the Company. • Corporate 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 Chairman in the course of business. • The Company will reimburse the expenses incurred for subscribing newspapers and magazines by our Executive Chairman. • The Executive Chairman 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

In addition to the above, subject to Company complying the overall limit on managerial remuneration under Section 196, 197 and other applicable provisions of the Companies Act, 2013 Executive Chairman will also be entitled to receive bonus as determined by the Nomination and Remuneration Committee up to a maximum of 5% or such prescribed percentage of total profit calculated in accordance with Section 196, 197 or other applicable provisions of Companies Act, 2013.

Provided that the above terms and conditions shall however be restricted to the limits prescribed under the Companies Act, 2013. A written Memorandum setting out the terms of appointment of Mr. Kalanithi Maran is open for inspection at the registered office of the Company during the business hours on all working days until the completion of Postal Ballot.

The Board recommends the resolution set out in item no.2 for approval of the Members through Postal Ballot.

MRS. KAVERY KALANITHI :

Tenure: 5 Years with effect from 20th April 2017

Mrs. Kavery Kalanithi aged about 46 years holds a Bachelor's degree in Arts from University of Madras, Chennai. She is actively involved in the business and operations of M/s. Sun TV Network Limited including monitoring the viewer feedback with regard to the programming and deciding the content mix on various channels of our Company. She also assists the selection of Anchors, Newscasters and Programme Presenters. She is also actively involved in philanthropic activities and is on the board of trustees of Sun Foundation, a public charitable organisation, supervising day-to-day functioning of the Sun Foundation.

Particulars	Remuneration
Salary	Rs. 6,12,00,000/- per annum
Leave Travel Allowance	Rs. 61,20,000/- per annum
Other Allowance - Special Allowance	Rs. 91,80,000/- per annum
Utilities and Education	Rs. 45,91,584/- per annum
Ex-gratia	Rs. 61,20,000/- per annum
Others	Rs. 1,47,90,180/- per annum
Annual Increment	To be decided by the Nomination and Remuneration Committee subject to a maximum of 25% per year.

Other Perquisites	• In addition to the above salary, she will be eligible for use of chauffeur driven company cars, telecommunication facilities at residence and such other perquisites and allowances in accordance with rules of the Company. • The Company will provide her with rent free furnished residential accommodation (furnished or otherwise) or house rent allowance at the rate of 60% of the basic salary per month. • The Company will pay medical insurance coverage premium for family for hospitalization in India and/or abroad. Medical expenses incurred in India or abroad including hospitalization will be paid / reimbursed by the Company. • Corporate 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 our 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

In addition to the above, subject to Company complying the overall limit on managerial remuneration under Section 196, 197 and other applicable provisions of the Companies Act, 2013 Executive Director will also be entitled to receive bonus as determined by the Nomination and Remuneration Committee up to a maximum of 5% or such prescribed percentage of total profit calculated in accordance with Section 196, 197 or other applicable provisions of Companies Act, 2013.

Provided that the above terms and conditions shall however be restricted to the limits prescribed under the Companies Act, 2013. A written Memorandum setting out the terms of appointment of Mrs. Kavary Kalanithi is open for inspection at the registered office of the Company during the business hours on all working days until the completion of Postal Ballot.

The Board recommends the resolution set out in item no.3 for approval of the Members through Postal Ballot.

By Order of the Board
For Sun TV Network Limited

Sd/-
R. Ravi
Company Secretary

Place : Chennai
Date : 10th March 2017

PROCEDURE FOR E-VOTING

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013, 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. 10th March 2017 only shall be entitled to avail the facility of remote e-voting. The e-voting period will commence from Saturday, 18th March, 2017 at 9.00 am and will end at 5.30 pm on Monday, 17th April 2017. The e-voting module will be disabled on April 17, 2017 at 5.30 pm. The voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in the case of electronic shareholding) as on the cut-off date i.e. March 10, 2017.

The Company has entered into an arrangement with M/s. Karvy Computershare Private Limited (Karvy) for facilitating e-voting for Postal Ballot. The instructions for e-voting are as under:

1) Open your web browser during the voting period and navigate to "https://evoting.karvy.com"

2) Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form / Email forwarded through the electronic notice.

User - ID	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
Password	Your Unique password is printed on the Postal Ballot Form / sent via email forwarded through the electronic notice
Captcha	Enter the Verification code for Security reasons i.e., please enter the alphabets and numbers in the exact way as they are displayed.

3) After entering these details appropriately, click on "LOGIN".

4) Members holding shares in Demat / Physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A - Z). One lower case (a - z), one numeric value (0 - 9) and a special character (like *, #, @ etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through M/s. Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile no, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly ensure that you note down your password for future reference.

5) You need to login again with the new credentials.

6) On successful login, system will prompt to select the 'Event' i.e., 'Sun TV Network Limited'.

7) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.

8) On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If you do not want to cast a vote, you may select 'ABSTAIN'.

9) After selecting the resolution if you have decided to cast vote on the same, click on "SUBMIT" and a confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

10) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to change it subsequently or cast the vote again.

11) Corporate / Institutional Members (Corporate / Fls / Flls / Trust / Mutual Funds / Banks, etc) are required to send scanned copy (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to lakshmmi6@gmail.com 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".

12) Mrs. Lakshmmi Subramanian, Senior Partner (M.No: FCS - 3435 CP No: 1087) of M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

13) The Scrutinizer, after scrutinising the votes cast through postal and remote e-voting, will, not later than three days of the conclusion of the voting, 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 Karvy. The results shall simultaneously be communicated to the Stock Exchanges (SE's).

Contact for issues relating to e-voting:

M/s. Karvy Computershare Private Limited
Karvy Selenium Tower B,
Plot Number 31 & 32, Financial District,
Gachibowli, Hyderabad - 500 032.



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 Resolutions to be passed through postal ballot for the businesses stated in the notice of the Company dated March 10, 2017 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)
1.	Ordinary Resolution for Re-appointment and fixing remuneration of Mr.K. Vijaykumar as Managing Director & Chief Executive Officer			
2.	Ordinary Resolution for Re-appointment and fixing remuneration of Mr. Kalanithi Maran as Whole Time Director designated as "Executive Chairman".			
3.	Ordinary Resolution for Re-appointment and fixing remuneration of Mrs.Kavery Kalanithi as Whole Time Director designated as "Executive Director."			

Place :

Date :

Signature of the Member

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 Monday, the 17th day of April 2017. 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 Wednesday the 19th day of April 2017 at the Registered Office of the Company.



Sun TV Network Limited

CIN: L22110TN1985PLC012491

Registered Office: Murali 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 17th March 2017 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 re-appointment and fixing remuneration of Mr. K. Vijaykumar as Managing Director & Chief Executive Officer
2.	Ordinary Resolution for re-appointment and fixing remuneration of Mr. Kalanithi Maran as Whole Time Director designated as "Executive Chairman".
3.	Ordinary Resolution for re-appointment and fixing remuneration of Mrs. Kavery Kalanithi as Whole Time Director designated as "Executive Director."

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 10th March 2017.

The Company has engaged the services of M/s. Karvy Computershare 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 Saturday, 18th March, 2017 at 9.00 am and will end at 5.30 pm on Monday, 17th April 2017. 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. 5.30 pm on Monday, 17th April 2017. 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. Lakshmi Subramanian, Scrutinizer, Karvy Computershare 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 19th April 2017 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 : 17.03.2017