

**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](mailto:tvinfo@sunnetwork.in) **Website:** [www.suntv.in](http://www.suntv.in)

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## NOTICE OF POSTAL BALLOT

**Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014**

Dear Member(s),

**NOTICE** is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the resolutions set out below are proposed to be passed by way of Postal Ballot by voting through electronic means only (“e-voting”).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons/ rationale pertaining to the said Resolutions are annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice.

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

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode only to those Members whose email address is registered with the Company/ Depository Participants(s) (“DPs”)/ KFin Technologies Ltd (“RTA/ KFin”).

The e-voting period commences from Monday, February 26, 2024 at 09:00 A.M. IST and ends on Tuesday, March 26, 2024 at 05:00 P.M. IST. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on March 26, 2024. The e-voting facility will be disabled immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit a report to the Chairman or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced within 2 (Two) working days from the conclusion of the e-voting.

The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, i.e. March 26, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. The Board recommends approval of the Resolutions appended below by the shareholders of the Company.

## **SPECIAL BUSINESS**

### **Item No. 1- Re-appointment of Mr. Rajaraman Maheshkumar as the 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 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 at the Board Meeting held on 14.02.2024, the consent of the members of the company be and hereby accorded for the re-appointment of Mr. Rajaraman Maheshkumar (DIN: 05263229), as the Managing Director of the Company w.e.f. 01.04.2024 for a further 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. Rajaraman Maheshkumar 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 his re-appointment and remuneration/remuneration structure of Mr. Rajaraman Maheshkumar as the 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. Rajaraman Maheshkumar, 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 - Re-appointment of Mr. Krishnaswamy 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, 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 at the Board Meeting held on 14.02.2024, the consent of the members of the company be and hereby accorded for the re-appointment of Mr. Krishnaswamy Vijaykumar (DIN: 03578076), as a Whole Time Director designated as an Executive Director w.e.f. 01.04.2024 for a further 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. Krishnaswamy 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 his re-appointment and remuneration/remuneration structure of Mr. Krishnaswamy 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. Krishnaswamy 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 - Re-appointment of Ms. Kaviya Kalanithi Maran 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 Sections 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 at the Board Meeting held on 14.02.2024, the consent of the members of the company be and hereby accorded for the re-appointment of Ms. Kaviya Kalanithi Maran (DIN: 07883203), as a Whole Time Director designated as an Executive Director w.e.f. 01.04.2024 for a further 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 her re-appointment and 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.”

By Order of the Board of Directors  
For Sun TV Network Limited

Place: Chennai  
Date: February 14, 2024





R. Ravi  
Company Secretary & Compliance Officer

Registered Office:  
Murasoli Maran Towers,  
73, MRC Nagar Main Road,  
MRC Nagar, Chennai - 600028  
CIN: L22110TN1985PLC012491  
Website: [www.suntv.in](http://www.suntv.in)

## NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the proposed resolutions are annexed hereto.
2. In terms of the MCA Circulars, the Postal Ballot Notice ("Notice") is being sent by electronic mode to all members whose email addresses are registered with the Company's RTA/ DPs on the Cut-off date i.e. February 16, 2024. Members may note that this Notice will be available on the Company's Website i.e. [www.suntv.in](http://www.suntv.in)
3. Members whose names are 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. February 16, 2024, shall be entitled to avail the facility of remote e-voting. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
4. The e-voting period commences on Monday, February 26, 2024 at 09:00 A.M and ends Tuesday, March 26, 2024 at 05:00 P.M. IST. The e-voting module shall be disabled by KFin thereafter. Once the vote on the resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
5. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to cast its vote, to the Scrutinizer through e-mail to [lakshmmi6@gmail.com](mailto:lakshmmi6@gmail.com) with a copy to [evoting@Kfintech.com](mailto:evoting@Kfintech.com). The file scanned image / pdf file of the Board Resolution should be in the naming format "Corporate Name\_EVEN No".
6. 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. The last date of the E- voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.
7. Pursuant to the provisions of Sections 108 & 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the General Circular Nos. 14/ 2020 & 17/ 2020 dated 8th April, 2020 and 13th April, 2020 respectively issued by the Ministry of Corporate Affairs (the "MCA Circulars"), the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted through Postal Ballot. In terms of the MCA Circulars, voting can be done only by remote e-voting. The Company has appointed KFin to provide e-voting facility to the Members of the Company. Members can vote only through e-voting facility.
8. The Scrutinizer will submit her 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/ Company Secretary of the Company within 2 (Two) working days from the conclusion of the e-voting at the Registered Office of the Company and will also be displayed on the website of the Company [www.suntv.in](http://www.suntv.in) and on the website of KFin. The results shall simultaneously be communicated to the Stock Exchanges (SE's).
9. Documents, if any 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 dispatch until the last date for receipt of votes by postal ballot/remote e-voting.
10. The instructions for Shareholders for e-voting are as under:
  - a) Pursuant to the provisions of Section 108 of the Act and Rules made thereunder, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide the members facility to exercise their right to vote through the remote e-voting services provided by KFIN, on the resolution set forth in this Notice.

- b) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- c) Procedure of login for Individual shareholders holding the securities in demat mode and access remote e-Voting as devised by Depositories / Depository Participants are given below:

Shareholders	Login Procedure
Individual Shareholders holding shares in Demat mode with National Securities Depository Limited ("NSDL")	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e- Voting website of NSDL for casting your vote during the remote e- Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e- Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e- Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <ol style="list-style-type: none"> <li>"NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div> </li> </ol>

Individual shareholders holding securities in Demat mode with Central Depository Services Limited ("CDSL")	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id an password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual shareholders (holding shares in Demat mode) login through their demat accounts/ Website of Depository Participant:	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option.</p> <p>Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID"/ "Forgot Password" options available on the websites of Depositories / Depository Participants.

For technical Assistance:

Members facing any technical issue in logging can contact the respective helpdesk by sending a request on the email id's or contact on the phone nos. provided below:

NSDL	CDSL
E-mail: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Toll free nos.: +91 22 24997000/ +91 22 48867000	E-mail: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Contact no. : 1800 225 533

d) Information and instructions for remote e-Voting by shareholders other than individuals holding shares of the Company in demat mode and all shareholders holding shares in physical mode:

1. In case a member receives an e-mail from the Company / KFIN [for Members whose e- mail address is registered with the Company / Depository Participant(s)]:
  - i. Launch internet browser by typing the URL: [https:// evoting.kfintech.com](https://evoting.kfintech.com)
  - ii. Enter the login credentials. In case of physical folio, User ID will be EVEN followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. If you are already registered with KFIN for e-Voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-3094-001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password. Members who have forgotten the Password are advised to use "Forgot Password" options available on the website.

Or

Enter the login credentials. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares indemat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares indemat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

If you are already registered with KFIN for e-Voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-3094-001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password. Members who have forgotten the Password are advised to use “Forgot Password” options available on the website.

- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN): 7885 for Sun TV Network Limited.
- vii. On the voting page, enter the number of shares as on the Cut-off Date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to “ABSTAIN”, and vote will not be counted under either head.
- viii. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”.
- x. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- xi. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- xii. Once you confirm, you will not be allowed to modify your vote.
- xiii. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser through email to the ID: [lakshmmi6@gmail.com](mailto:lakshmmi6@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name\_EVEN No”.

2. In case a member receives an e-mail from the Company / KFIN [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:
- i. Members, who have not registered their e-mail addresses and, therefore, not received the Postal Ballot Notice and e-Voting instructions, may temporarily get their email address and mobile number registered with the Company's RTA, KFIN by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
    - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
    - b. Members holding shares in physical form and who have not registered their email address and mobile number, are requested to furnish a scanned signed copy of the request letter providing the name of the shareholder, Folio No., email address, mobile number and self-attested copy of PAN, Aadhaar to the Company's RTA, KFin Technologies Limited at the email address - [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [premkumar.maruturi@kfintech.com](mailto:premkumar.maruturi@kfintech.com) or [tvinfo@suntv.in](mailto:tvinfo@suntv.in) for receiving the Postal Ballot Notice electronically. The request with the above documents can also be sent to M/s.KFin Technologies Limited at Selenium Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad-500 032.
    - c. All Members whose email address are not registered with Company/DP may temporarily get their email address and mobile number registered with RTA by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> and follow the steps mentioned therein to enable receipt of the Postal Ballot Notice and e-voting instructions electronically.
    - d. In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
    - e. Those members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form. Members holding shares in physical mode are also requested to update their e-mail addresses, advise any change in their address, bank mandates by writing to KFin Technologies Limited (KFIN), Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad-500 032 quoting their folio number(s).

In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFIN's website for e-voting: <https://evoting.kfintech.com> or contact KFIN as per the details given below.

In case of any query/ grievance pertaining to E-voting, please visit Help & FAQ section of <https://evoting.kfintech.com> or contact Mr. Prem Kumar, Manager at KFin Technologies Limited [Unit: Sun TV Network Limited], Selenium Tower B, Plot No. 31&32, Financial District, Gachibowli, Hyderabad - 500 032, e-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), Contact No.: 040-67162222 & Toll-free No. 1800 309 4001.



**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013**

**Item No. 1**

The Board re-appointed Mr. Rajaraman Maheshkumar at the Board Meeting held on 14.02.2024 based on the recommendations of the Nomination and Remuneration Committee subject to approval of the shareholders as a Managing Director for a further period of five years w.e.f. 01.04.2024. Further, considering his rich experience and knowledge, the Board now seeks to confirm his re-appointment as a Managing Director and recommends the Resolution to be passed as an Ordinary Resolution.

A brief profile of Mr. Rajaraman Maheshkumar is annexed to the Notice.

**Remuneration Details**

<b>Particulars</b>	<b>Remuneration</b>
<b>Basic Salary</b>	Rs.44,00,000/- per annum
<b>House Rent Allowance</b>	Rs.24,93,000/- per annum
<b>Leave Travel Allowance</b>	Rs.22,20,000/- per annum
<b>Other Allowance - Special Allowance</b>	Rs.51,43,000/- per annum
<b>Performance Linked Incentive</b>	Rs.87,44,000/- per annum
<b>Annual Increment</b>	To be decided by the Nomination and Remuneration Committee subject to a maximum of 25% per year on all of the above.
<b>Other Perquisites</b>	<ul style="list-style-type: none"><li>• 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 the rules of the Company.</li><li>• The Company will pay medical insurance coverage premium for him and his family for hospitalization in India.</li><li>• Membership in clubs will be made available to meet business associates during employment with the Company.</li><li>• The Company will reimburse the entertainment expenses incurred by the Managing Director in the course of business.</li><li>• The Company will reimburse the expenses incurred for subscribing newspapers and magazines by the Managing Director.</li><li>• The Managing Director will be entitled for personal accident insurance as per Company rules.</li></ul>
<b>Retirement Benefit</b>	<ul style="list-style-type: none"><li>• 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.</li><li>• The Company will contribute to gratuity at a rate not exceeding half a month's salary for each completed year of service.</li></ul>
<b>Leave Entitlement</b>	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**

The Board re-appointed Mr. Krishnaswamy Vijaykumar at the Board Meeting held on 14.02.2024 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 further period of five years effective from 01.04.2024. Further, considering his rich experience and knowledge, the Board now seeks to confirm his re-appointment as a Whole Time Director designated as an Executive Director and recommends the Resolution to be passed as an Ordinary Resolution.

A brief profile of Mr. Krishnaswamy Vijaykumar is annexed to the Notice.

Remuneration Details

Particulars	Remuneration
<b>Basic Salary</b>	Rs.41,00,000/- per annum
<b>House Rent Allowance</b>	Rs.22,63,000/- per annum
<b>Leave Travel Allowance</b>	Rs.17,63,000/- per annum
<b>Other Allowance - Special Allowance</b>	Rs.29,10,000/- per annum
<b>Performance Linked Incentive</b>	Rs.49,64,000/- per annum
<b>Annual Increment</b>	To be decided by the Nomination and Remuneration Committee subject to a maximum of 25% per year on all of the above.
<b>Other Perquisites</b>	<ul style="list-style-type: none"><li>• 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 the rules of the Company.</li><li>• The Company will pay medical insurance coverage premium for him and his family for hospitalization in India.</li><li>• Membership in clubs will be made available to meet business associates during employment with the Company.</li><li>• The Company will reimburse the entertainment expenses incurred by the Executive Director in the course of business.</li><li>• The Company will reimburse the expenses incurred for subscribing newspapers and magazines by the Executive Director.</li><li>• The Executive Director will be entitled for personal accident insurance as per Company rules.</li></ul>
<b>Retirement Benefit</b>	<ul style="list-style-type: none"><li>• 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.</li><li>• The Company will contribute to gratuity at a rate not exceeding half a month's salary for each completed year of service.</li></ul>
<b>Leave Entitlement</b>	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. 3**

The Board re-appointed Ms. Kaviya Kalanithi Maran at the Board Meeting held on 14.02.2024 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 further period of five years effective from 01.04.2024. Further, considering her experience and knowledge, the Board now seeks to confirm her re-appointment as a Whole Time Director designated as an Executive Director and recommends the Resolution to be passed as an Ordinary Resolution.

A brief profile of Ms. Kaviya Kalanithi Maran is annexed to the Notice.

Remuneration Details

Particulars	Remuneration
<b>Basic Salary</b>	Rs.38,00,000/- per annum
<b>House Rent Allowance</b>	Rs.21,43,000/- per annum
<b>Leave Travel Allowance</b>	Rs.14,56,000/- per annum
<b>Other Allowance - Special Allowance</b>	Rs.21,78,000/- per annum
<b>Performance Linked Incentive</b>	Rs.59,23,000/- per annum
<b>Annual Increment</b>	To be decided by the Nomination and Remuneration Committee subject to a maximum of 25% per year on all of the above.
<b>Other Perquisites</b>	<ul style="list-style-type: none"><li>• 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 the rules of the Company.</li><li>• The Company will pay medical insurance coverage premium for her and her family for hospitalization in India.</li><li>• Membership in clubs will be made available to meet business associates during employment with the Company.</li></ul>
	<ul style="list-style-type: none"><li>• The Company will reimburse the entertainment expenses incurred by the Executive Director in the course of business.</li><li>• The Company will reimburse the expenses incurred for subscribing newspapers and magazines by the Executive Director.</li><li>• The Executive Director will be entitled for personal accident insurance as per Company rules.</li></ul>
<b>Retirement Benefit</b>	<ul style="list-style-type: none"><li>• 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.</li><li>• The Company will contribute to gratuity at a rate not exceeding half a month's salary for each completed year of service.</li></ul>
<b>Leave Entitlement</b>	As per rules of the Company.

Save and except the above Director, Mr. Kalanithi Maran, Executive Chairman and Mrs. Kavery Kalanithi, Executive 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.

By Order of the Board of Directors  
For Sun TV Network Limited

Place: Chennai  
Date: February 14, 2024

R. Ravi  
Company Secretary & Compliance Officer

**DETAILS PERTAINING TO DIRECTORS AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS**

<b>Name of the Director</b>	<b>Mr. Rajaraman Maheshkumar</b>	<b>Mr. Krishnaswamy Vijaykumar</b>	<b>Ms. Kaviya Kalanithi Maran</b>
<b>Brief Profile</b>	Mr. Rajaraman Maheshkumar (DIN: 05263229), aged about 54 years, is a Chartered Accountant with about 30 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. Rajaraman Maheshkumar 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. From April, 2019, he has been appointed as the Managing Director of the Company.	Mr. Krishnaswamy Vijaykumar (DIN: 03578076), aged 59 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 <sup>th</sup> April 2012 and has over three decades of tremendous and rich experience in the media industry. He has 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 (DIN: 07883203) aged 32 years, holds an MBA from the Leonard N Stern School of Business, New York University, USA. She has been associated with Sun TV Network Limited ever since 2016 and has been serving as an Executive Director since 2019. Ms. Kaviya Kalanithi Maran is an accomplished and upcoming corporate leader. She is actively involved in the conceptualization, monitoring and execution of several strategic initiatives in the Company, apart from directly spearheading the Company's foray into the digital domain, professional sports and movie production.
<b>Original Date of appointment</b>	01.04.2019	20.04.2012	01.04.2019
<b>Chairman/ Directorship held in other Companies (Excluding Private Companies and Foreign Companies)</b>	NIL	Kal Radio Limited	NIL
<b>Memberships / Chairmanships of Committees in Public Companies</b>	He is the Member of Corporate Social Responsibility Committee of Sun TV Network Limited	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
<b>Remuneration last drawn (including sitting fee, if any)</b>	Rs. 1.74 Crores (for the year 2022-23)	Rs. 1.42 Crores (for the year 2022-23)	Rs. 1.19 Crores (for the year 2022-23)
<b>Remuneration proposed to be paid</b>	As per the resolution read with explanatory statement thereto.	As per the resolution read with explanatory statement thereto.	As per the resolution read with explanatory statement thereto.
<b>Terms and Conditions of the appointment/re-appointment</b>	As per the resolution provided in the postal ballot notice read with explanatory statement thereto, Mr. Rajaraman Maheshkumar is proposed to be re-appointed as Managing Director for further period of five years w.e.f. 01.04.2024	As per the resolution provided in the postal ballot notice read with explanatory statement thereto, Mr. Krishnaswamy Vijaykumar is proposed to be re-appointed as a Whole Time Director designated as an Executive Director for further period of five years w.e.f. 01.04.2024	As per the resolution provided in the postal ballot notice read with explanatory statement thereto, Ms. Kaviya Kalanithi Maran is proposed to be re-appointed as a Whole Time Director designated as an Executive Director for further period of five years w.e.f. 01.04.2024
<b>No. of Board Meetings attended during FY 2023-24 (upto the date of this Notice)</b>	4 (100% Attendance)	4 (100% Attendance)	4 (100% Attendance)
<b>Number of Equity Shares held in the Company</b>	NIL	96	NIL
<b>Relationships between Directors inter-se</b>	NIL	NIL	Daughter of Mr. Kalanithi Maran, Executive Chairman and Mrs. Kavery Kalanithi, Executive Director.