



Sun TV Network Limited

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

NOTICE OF POSTAL BALLOT

{Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 & 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, (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 10/2021 dated June 23, 2021 and 20/2021 dated 8th December, 2021, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable laws, rules and regulations (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 through remote e-voting (“e-voting”). Accordingly, the proposed Resolutions and the Explanatory Statements setting out all material facts are being sent to you 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 and she has communicated her willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. The Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read carefully the instructions for electronic voting, annexed to this Notice.

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 Monday, 31st January 2022 and also be uploaded on the Company’s website www.suntv.in and will also be communicated to the Stock Exchanges.

By Order of the Board
For Sun TV Network Limited

Sd/-
R. Ravi
Company Secretary

Place : Chennai
Date : 17th December, 2021

RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT

Special Business:

Item No. 1 - 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 a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any modifications or re-enactment thereof, for the time being in force in respect of appointment of a Whole-time Director of a company and in terms of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Kalanithi Maran as Whole Time Director designated as "Executive Chairman" (or such other designation as may be decided by the Board and /or Nomination and Remuneration Committee (NRC) from time to time) for a period of five years with effect from 20th April 2022 to 19th April 2027 on such terms and conditions and on a remuneration as detailed in the explanatory statement annexed hereto with authority to the Board of Directors (on the recommendations of the NRC) to alter, enhance or widen the scope of remuneration (including the fixed pay, variable pay or other benefits) or the terms and conditions of the re-appointment including such periodical increase in his remuneration as may be permissible within the overall remuneration limits under Section 197 read with Schedule V of the Companies Act, 2013 and rules made thereunder and other applicable laws, regulations as amended from time to time"

"FURTHER RESOLVED THAT pursuant to Regulation 17(IB) of the Listing Regulations coming into effect on April 1, 2022 or such other extended date as may be determined by SEBI, or any other similar provision of law coming into force, Mr. Kalanithi Maran shall be re-designated as may be required and decided by the Board of Directors and /or the NRC"

"RESOLVED FURTHER 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."

"FURTHER RESOLVED THAT Mr. Kalanithi Maran, shall not be liable to retire by rotation in accordance with the Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors and /or the NRC be and is hereby authorised to do all such acts, deeds and things and execute, alter or modify all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions 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 resolutions."

Item No. 2 - 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 a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any modifications or re-enactment thereof, for the time being in force in respect of appointment of a Whole-time Director of a company and in terms of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the re-

appointment of Mrs. Kavery Kalanithi as Whole Time Director designated as “Executive Director”(or such other designation as may be decided by the Board and /or Nomination and Remuneration Committee (NRC) from time to time) for a period of five years with effect from 20th April 2022 to 19th April 2027 on such terms and conditions and on a remuneration as detailed in the explanatory statement annexed hereto with authority to the Board of Directors (on the recommendations of the NRC) to alter, enhance or widen the scope of remuneration (including the fixed pay, variable pay or other benefits) or the terms and conditions of the re-appointment including such periodical increase in her remuneration as may be permissible within the overall remuneration limits under Section 197 read with Schedule V of the Companies Act, 2013 and rules made thereunder and other applicable laws, regulations as amended from time to time”

“RESOLVED FURTHER 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.”

“FURTHER RESOLVED THAT Mrs. Kavery Kalanithi, shall not be liable to retire by rotation in accordance with the Articles of Association of the Company.”

"RESOLVED FURTHER THAT the Board of Directors and /or the NRC be and is hereby authorised to do all such acts, deeds and things and execute, alter or modify all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions 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 resolutions.”

By Order of the Board
For Sun TV Network Limited

Sd/-
R. Ravi
Company Secretary

Place : Chennai
Date : 17th December, 2021

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 24th December 2021(Cut Off Date). The e-voting shall commence at 9.00 A.M. on Saturday, 1st January 2022.
3. In accordance with MCA Circulars Notice of Postal Ballot is being 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. The physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
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. KFin Technologies Private Limited (KFintech). 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 24th December 2021 and a person who is not a Member as on the record date should treat this Notice for information purposes only.
7. 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 Monday, 31st January 2022 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 KFintech. The results shall simultaneously be communicated to the Stock Exchanges (SE's).
8. 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.
9. 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 remote e-voting.

1. VOTING THROUGH ELECTRONIC MEANS

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular the "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to 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.
- iii. 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. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences from Saturday, 1st January 2022 at 9.00 am and will end on Sunday, 30st January 2022 at 5.00 pm.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. The details of the process and manner for remote e-Voting is explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.
Individual Shareholder login through	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after

their demat accounts / Website of Depository Participant	III. successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company / Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- 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. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID 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 “EVEN” i.e., “Sun TV Network Limited – Postal Ballot” and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR / AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / 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. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., authorizing its representative to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id lakshmmi6@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVEN No."

(B) Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Notice of Postal Ballot and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link:
<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
- ii. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to inward.ris@kfintech.com.
- iii. Alternatively, member may send an e-mail request at the email id inward.ris@kfintech.com along with the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of Postal Ballot and the e-voting instructions.
- iv. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

OTHER INSTRUCTIONS

- I. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 24th December 2021 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- II. In case of any query / grievance / technical assistance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Ms. Sheetal Doba, Manager, M/s. KFin Technologies Private Limited, call to toll free No. 1800-309-4001 or send an email request to evoting@kfintech.com.
- III. The results of the electronic voting shall be declared to the Stock Exchanges on 31st January 2022. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

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

Item No. 1 & 2

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 2022. The Board of Directors on the recommendation of Nomination and Remuneration Committee do hereby seek the approval of Members for their reappointment with effect from 20th April 2022 for a period of 5 years.

Keeping in view of the rich experience of the two 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 the two appointees. Therefore, your Directors recommend the passing of the two Special Resolutions.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Kalanithi Maran, Executive Chairman, Mrs. Kavery Kalanithi, Executive Director and Ms. Kaviya Kalanithi Maran, Executive Director and their relatives are concerned or interested, financially or otherwise in the resolution as set out in item no. 1 and 2.

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

MR. KALANITHI MARAN :

Tenure: 5 Years with effect from 20th April 2022

Mr. Kalanithi Maran aged about 56 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 anyone 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 six Indian languages. In the process, Sun TV Network has emerged as India's largest television network and one of the Asia's most respected media Companies. Mr. Maran's stellar contribution to the development of the Broadcast and Media industry was widely recognized and 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	<ul style="list-style-type: none"> • 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) with free use of all the facilities 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. He will also be entitled for personal accident insurance as per Company rules. • Corporate membership in clubs will be made available to meet business associates during employment with the Company. • The Company will reimburse the following expenses incurred by the Executive Chairman (or such other designation as may be decided by the Board and /or Nomination and Remuneration Committee (NRC) from time to time) in the course of business. <ul style="list-style-type: none"> (i) Entertainment expenses (ii) For subscribing to newspapers and magazines including online / digital version
Retirement Benefit	<ul style="list-style-type: none"> • 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 the Executive Chairman (or such other designation as may be decided by the Board and /or Nomination and Remuneration Committee (NRC) from time to time) will also be entitled to receive bonus as determined by the Nomination and Remuneration Committee upto 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. 1 for approval of the Members through Postal Ballot.

Save and except the above Director, Mrs. Kavery Kalanithi 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.

MRS. KAVERY KALANITHI :

Tenure: 5 Years with effect from 20th April 2022

Mrs. Kavery Kalanithi aged about 52 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	<ul style="list-style-type: none"> • 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) with free use of all the facilities 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. She will also be entitled for personal accident insurance as per Company rules.

	<ul style="list-style-type: none"> • Corporate membership in clubs will be made available to meet business associates during employment with the Company. • The Company will reimburse the following expenses incurred by the Executive Director (or such other designation as may be decided by the Board and /or Nomination and Remuneration Committee (NRC) from time to time) in the course of business. <ul style="list-style-type: none"> (i) Entertainment expenses (ii) For subscribing to newspapers and magazines including online / digital version
Retirement Benefit	<ul style="list-style-type: none"> • 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 (or such other designation as may be decided by the Board and /or Nomination and Remuneration Committee (NRC) from time to time) 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. 2 for approval of the Members through Postal Ballot.

Save and except the above Director, Mr. Kalanithi Maran 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.

By Order of the Board
For Sun TV Network Limited

Sd/-
R. Ravi
Company Secretary

Place : Chennai
Date : 17th December 2021

Annexure - A

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

	Resolution No. 1	Resolution No. 2
Name of the Director	Mr. Kalanithi Maran	Mrs. Kavery Kalanithi
Brief Resume	As detailed in the Explanatory Statement above	
Expertise in specific functional areas	Finance, Risk Management, Media Review, Marketing, Strategic Planning, Business Development and Corporate Governance	Finance, Risk Management, Media Review, Marketing, Strategic Planning, Business Development, Social Activities and Corporate Governance
Terms and conditions of re-appointment and details of remuneration	The terms and conditions including remuneration are detailed in the explanatory statement	
Directorship in other Companies (Excluding Private Companies)	Nil	Nil
Membership /Chairmanships in Public Companies (Excluding this Company)	Nil	Nil
Shareholding	29,55,63,457 Equity Shares	Nil
Relationship between Directors inter-se	Mrs. Kavery Kalanithi, Executive Director and Ms. Kaviya Kalanithi Maran, Executive Director are related	Mr. Kalanithi Maran, Executive Chairman and Ms. Kaviya Kalanithi Maran, Executive Director are related.