SUN TV NETWORK LIMITED

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

November 20, 2026

BSE Limited
Floor No. 25, P J Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 532733, Scrip Id: SUNTV

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

Symbol: SUNTV, Series: EQ

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Intimation of Postal Ballot Notice of the Company.

Dear Sir(s) / Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Postal Ballot Notice of the Company along with the explanatory statement, seeking approval for the following businesses as set out in the said Postal Ballot Notice:

Item No	Description of Resolution	Type of Resolution
1	Re-appointment of Mr. Kalanithi Maran (DIN: 00113886) as Whole-Time Director designated as "Executive Chairman"	Special
2	Re-appointment of Mrs. Kavery Kalanithi (DIN: 00113905) as Whole-Time Director designated as "Executive Director"	Special

The e-voting period commences from Saturday, November 21, 2026 at 09:00 A.M. IST and ends on Sunday, December 20, 2026 at 05:00 P.M. IST. During the above-mentioned period, members holding equity shares of the Company as on Friday, November 13, 2026 ("the Cut-off Date"), may cast their votes electronically.

The results of the postal ballot will be announced within 2 (Two) working days from the conclusion of the e-voting.

The Postal Ballot Notice along with the explanatory statement can also be accessed from company's website www.suntv.in.

This is for your information and records.

For Sun TV Network Limited

Ravi Ramamoorthy
Digitally signed by Ravi Ramamoorthy
Date: 2026.11.20 16:58:57 +05'30'

R Ravi
Company Secretary & Compliance Officer

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

NOTICE OF POSTAL BALLOT

{Pursuant to Section 110 of the Companies Act, 2013, read with Rule 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, Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively '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 Swetha Subramanian, Partner (M.No: FCS – 10815 CP No: 12512) 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 after completion of the scrutiny will submit the report to the Chairman / Director authorized by the Board and the result of the postal ballot will be announced by the Chairman or any Director at the Registered Office of the Company on or before December 22, 2026 and also be uploaded on the Company's website www.suntv.in and will also be communicated to the Stock Exchanges within the prescribed timelines.

By Order of the Board for Sun TV Network Limited

R. Ravi
Company Secretary and Compliance Officer
Membership No. 13804

Place: Chennai
Date: October 30, 2026

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 190, 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 Regulation 17,18,19 of 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", a Key Managerial Personnel of the Company (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 April 20, 2027 to April 19, 2032 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.

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 or modify the terms and conditions of the said re-appointment including 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 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.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and is hereby severally authorized to effectuate the above resolution including filing of requisite forms and returns with the Registrar of Companies and to take all such steps as may be required in this regard"

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 190, 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 Regulation 17, 18, 19 of 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", a Key Managerial Personnel of the Company (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 April 20, 2027 to April 19, 2032 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 or modify the terms and conditions of the said re-appointment including 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 of Directors and 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.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and is hereby severally authorized to effectuate the above resolution including filing of requisite forms and returns with the Registrar of Companies and to take all such steps as may be required in this regard."

By Order of the Board for Sun TV Network Limited

R. Ravi
Company Secretary and Compliance Officer
Membership No. 13804

Place: Chennai
Date: October 30, 2026

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. 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) In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names are recorded as on Friday, November 13, 2026 ("Cut-Off Date") in the register of members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms are not being sent to members for this Postal Ballot. Members may note that this Notice will be available on the Company's Website i.e. www.suntv.in

3. 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 Saturday, November 21, 2026 at 09:00 A.M and ends Sunday, December 20, 2026 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 same shall not be allowed to be changed.

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 swetha.s@lsa-india.com with a copy to 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. The Scrutinizer will submit her report to the Chairman/or any person authorized by the Chairman after the completion of scrutiny. The result of the e-voting will be announced by the Company within 2 (Two) working days from the conclusion of the e-voting to the stock exchanges. The result of the said e-voting shall be displayed on the website of the Company - www.suntv.in and on the website of KFin - https://evoting.kfintech.com.

8. 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.

9. 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 / Depositary Participants are given below:

Shareholders	**Login Procedure**
Individual Shareholders holding shares in Demat mode with National Securities Depository Limited ("NSDL")	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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. 4. Shareholders/Members can also download NSDL Mobile App a. "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 

Individual shareholders holding securities in Demat mode with Central Depository Services Limited ("CDSL")	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 www.cdslindia.com and click on login icon & New System My easi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the information provided by company. On clicking the e voting 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual shareholders (holding shares in Demat mode) login through their demat accounts/ Website of Depository Participant:	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. 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.

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 sendinga request on the email id's or contact on the phone nos. provided below:

NSDL	CDSL
E-mail: evoting@nsdl.co.in Toll free nos.: +1800 1020 990 / 1800 22 44 30	E-mail: helpdesk.evoting@cdslindia.com Contact no. : -1800 22 55 33

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

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 youare 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 assistanceon your existing password. Members who have forgotten the Password are advised touse "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 inPhysical 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 youto 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 thatyou do not share your password with any other person and that you take utmost careto 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): 10321 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 desireto 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: swetha.s@lsa-india.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".

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
   a. Members holding shares in demat form can get their e-mail ID registered bycontacting 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., emailaddress, 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 or murthy.psrch@kfintech.com or 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 Noticeand e-voting instructions electronically.
   d. In case of any queries, shareholder may write to 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'swebsite 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 P S R Ch Murthy, Senior 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, Contact No.: 040-67162222 & Toll-free No. 1800 309 4001.

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

Item No. 1 & 2

The Board of Directors based on the recommendations of the NRC/Audit Committee, considered the re-appointment of Mr. Kalanithi Maran, Executive Chairman and Mrs. Kavery Kalanithi, Executive Director for a further term of 5 consecutive years, effective from April 20, 2027 subject to the approval of shareholders.

The NRC having evaluated the rich experience of the above said two appointees and their long-standing association with the Company, your Directors are of the view that their continued employment would be in the best interests of the Company. Accordingly, your Directors recommend the passing of the two Special Resolutions.

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 April 20, 2027

Mr. Kalanithi Maran aged about 61 years holds a Bachelor of Commerce degree from the University of Madras, Chennai and an MBA from the Scranton University, Pennsylvania, USA. Mr. Maran was a trailblazer who foresaw the potential of TV broadcasting in regional languages long before many who followed his vision. From a single channel with a mere three hours of programming a day when Sun TV Network Ltd started beaming its content in April 1993, the Company founded by Mr Maran has grown to a media behemoth owning a bouquet of 37 channels catering to Indians across the globe who speak seven different languages. In the last 33 years, Sun TV has also incubated many new businesses like FM radio, movie production, professional cricket and an OTT platform. Mr Maran 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. His stellar contribution to the development of the Broadcast and Media industry was widely recognized and he was awarded the "Outstanding Businessman Award" in the Entertainment and Information Sector instituted by the International Audit Firm Ernst & Young in the Year 2004 and 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. Mr Maran was also awarded the "Entrepreneur of the Year 2009" by the TiE Con. More recently Mr Maran was honoured by Hurun India with an award for the Most Respected Entrepreneur of the Year 2023.

Particulars	**Remuneration**
Salary	Rs. 6,93,61,200/-per annum
Special Allowance	Rs. 2,77,43,844/- 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) 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. • Membership in clubs will be made available to meet business associates during employment with the Company. • The Company will reimburse all expenses incurred in the course of business 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) including the following: (i) Entertainment expenses (ii) Subscription to newspapers and magazines including online / digital version
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, 2025. • 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 such prescribed percentage of total Net profit calculated in accordance with Section 196, 197 or other applicable provisions of Companies Act, 2013.

The proposed remuneration has been determined taking into consideration the responsibilities and duties to be discharged in the capacity of Executive Chairman, his qualifications, experience, expertise and the overall requirements 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. 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.

Mr. Kalanithi Maran is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation.

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

Save and except Mr Kalanithi Maran, 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 April 20, 2027

Mrs. Kavery Kalanithi, aged 57 years, holds a Bachelor of Arts degree from the University of Madras, Chennai. She is actively associated with the business and operations of Sun TV Network Limited, with responsibilities encompassing programming strategy, viewer feedback and the selection of Anchors, Newscasters and Programme Presenters. She is also actively engaged in philanthropic initiatives and serves on the Board of Trustees of Sun Foundation, a public charitable organisation, overseeing its day-to-day administration and functioning.	
Particulars	**Remuneration**
Salary	Rs. 6,93,61,200/-per annum
Special Allowance	Rs. 2,77,43,844/- 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) 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.
	• Membership in clubs will be made available to meet business associates during employment with the Company. • The Company will reimburse all expenses incurred in the course of business 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) including the following: (i) Entertainment expenses (ii) Subscription to newspapers and magazines including online / digital version
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, 2025. • 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 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 upto a maximum of such prescribed percentage of total Net profit calculated in accordance with Section 196, 197 or other applicable provisions of Companies Act, 2013.

The proposed remuneration has been determined taking into consideration the responsibilities and duties to be discharged in the capacity of Executive Director, her qualifications, experience, expertise and the overall requirements 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 Mrs. Kavery 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.

Mrs. Kavery Kalanithi is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation.

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

Save and except the above Mrs Kavery Kalanithi, 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

R. Ravi
Company Secretary and Compliance Officer
Membership No. 13804

Place: Chennai
Date: October 30, 2026

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
DIN	00113886	00113905
Date of Birth	July 24, 1965	October 6, 1969
Date of first time appointment on the board	March 31, 1995	October 7, 2005
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	
No. of Board meetings attended	6	6
Name of the Listed Entities from which the Director has resigned in the past three years.	Nil	
Last drawn remuneration (including sitting fees, if any)	Rs 87.50/- Crores each	
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.