

April 19, 2017

The Chairman
Sun TV Network Limited
Murasoli Maran Towers,
73, MRC Nagar Main Road,
MRC Nagar,
Chennai – 600 028

Sub: Report of Scrutinizer for the Postal Ballot Process vide Notice Dated March 10, 2017 under section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 by Sun TV Network Limited ('Sun TV' or 'the Company')

In the meeting of the Board of Directors of Sun TV held on March 10, 2017, I, Mrs. Lakshmmi Subramanian, Senior Partner, Lakshmmi Subramanian & Associates, was appointed as Scrutinizer for Postal Ballot as per section 110 of the Companies Act, 2013 ('Cos Act') for passing of the following resolutions as ordinary resolution by the members of the Company for the below items.

The Company has availed the e-voting facility for the shareholders to cast their votes to the aforesaid resolutions through electronic mode in addition to voting through duly filled in paper postal ballot forms. Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 recognizes voting by electronic mode for postal ballot, which prescribed the appropriate mechanism for e-Voting.



The postal ballot process was accordingly conducted and concluded as below:

- The Company on March 17, 2017 dispatched the notice under section 110 of the Companies Act, 2013 along with the Postal Ballot forms and self-addressed prepaid reply envelopes to the members of the Company whose name appeared on the Register of Members/ List of Beneficiaries as on March 10, 2017. Further, the Company through the Registrar and Share Transfer Agent, forwarded electronic notices through e-mail to the shareholders detailing the procedure for e-voting on March 17, 2017.
- The Company issued an advertisement in Financial Express and Malai Sudar about the dispatch of the postal ballot paper on March 17, 2017.
- All electronic votes and postal ballot forms received up to the close of working hours at 17:30 hours IST on April 17, 2017, the last date and time fixed by the Company for receipt of Postal Ballot were considered for my scrutiny.
- Particulars of all Postal Ballot Forms received from the members have been entered in a Register separately maintained electronically for this purpose by the Scrutinizer which will be handed over to the Company along with the results.
- The votes cast by the members through electronic voting system was downloaded and collated from the website <https://evoting.karvy.com>.
- In determining the validity or otherwise of the physical Postal Ballot received the following criteria was adopted:
 - i. Where the shareholder has left the Ballot Paper Blank or not indicated his vote or incorrectly filled, the ballot has been treated as invalid
 - ii. Where the ballot paper bears no signature, the ballot has been treated as invalid.



Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and results were compiled as under.

SUMMARY OF POSTAL BALLOT AND E-VOTING RESULTS**1. Re-appointment of Mr. Vijaykumar as Managing Director and Chief Executive Officer and fixing of remuneration**

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	276	360475995
Total Number of Ballot Papers Received (Physical Voting)	214	158523
Invalid Votes:		
E-voting	NIL	NIL
Physical Voting	7	1933
Abstained Votes (E-voting)	9	915866
Out of the above		
Number of valid votes cast in favour of the Resolution (E- Voting)	260	359544379
Number of valid votes cast in favour of the Resolution (Physical Voting)	187	156049
Number of votes cast against the Resolution (Both under E-voting and Physical Voting)	27	1829
Percentage to the total votes received in favour of the resolution (Both under E-voting and Physical Voting)		99.99

Result: The requisite majority for passing the above resolution as an Ordinary resolution was received.



2. Re-appointment of Mr. Kalanithi Maran as Whole-time Director designated as Executive Chairman and fixing of remuneration

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	276	360475995
Total Number of Ballot Papers Received (Physical Voting)	214	158523
Invalid Votes:		
E-voting	NIL	NIL
Physical Voting	9	2081
Abstained Votes (E-voting)	15	3039543
Out of the above		
Number of valid votes cast in favour of the Resolution (E-Voting)	230	355883695
Number of valid votes cast in favour of the Resolution (Physical Voting)	183	155943
Number of votes cast against the Resolution (Both under E-voting and Physical Voting)	53	1538794
Percentage to the total votes received in favour of the resolution (Both under E-voting and Physical Voting)		99.56

Result: The requisite majority for passing the above resolution as an Ordinary resolution was received.



3. Re-appointment of Mrs. Kavery Kalanithi as Whole-time Director designated as Executive Director and fixing of remuneration

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	276	360475995
Total Number of Ballot Papers Received (Physical Voting)	214	158523
Invalid Votes:		
E-voting	NIL	NIL
Physical Voting	9	2081
Abstained Votes (E-voting)	15	3039543
Out of the above		
Number of valid votes cast in favour of the Resolution (E-Voting)	121	331279270
Number of valid votes cast in favour of the Resolution (Physical Voting)	184	155951
Number of votes cast against the Resolution (Both under E-voting and Physical Voting)	161	26143211
Percentage to the total votes received in favour of the resolution (Both under E-voting and Physical Voting)		92.68

Result: The requisite majority for passing the above resolution as an Ordinary resolution was received.



Since the requisite majority for all the resolutions have been received, the summary of the results are detailed as above and the ballot paper/register is attached along with it, in order to enable you to declare the results.

For and on Behalf of Lakshmmi Subramanian & Associates



Mrs Lakshmmi Subramanian

Senior Partner

C.P.No : 1087

Scrutinizer