

Secretarial compliance report of Sun TV Network Limited
For the year ended 31st March, 2025

We, M/s Lakshmmi Subramanian and Associates, Company Secretaries bearing (FRN- P2024TN103000), Chennai have examined the following:

- All the documents and records made available to us and explanation provided by **Sun TV Network Limited ("the listed entity/ the Company")** having its registered office situated at Murasoli Maran Towers, 73, MRC Nagar Main Road, MRC Nagar, Chennai- 600028 bearing CIN: L22110TN1985PLC012491
- The filings/ submissions made by the listed entity to the Stock Exchanges,
- Website of the listed entity,
- The filings/ submissions made by the listed entity to the Ministry of Corporate Affairs;
- Other documents, as relevant, has been relied upon to make this certification

for the year ended 31st March, 2025 ("**Review Period**") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("**SEBI Act** ") and the regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**").

The Specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**");
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI SAST**");
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable during the review period**;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not applicable during the review period**;
- Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 to the extent of Listed Entity engaging the RTA;
- Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009
- Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003



- j) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the review period)**
- k) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable during the review period)**
- l) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable during the review period)**

Based on the above examination of the compliance with the above-mentioned Act, Regulation, Circular, guidelines issued thereunder as applicable during the Review Period and based on confirmation received from management of the Company as and wherever required, we hereby report the compliance status of the Listed Entity as below:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,

#	Compliance Requirement (Regulations/ Circulars/ Guidelines Including specific clause)	Regulation/ Circular No	Deviations	Action taken by	Type of Action	Details of violation	Fine amount	Observations / Remarks of Practicing Company Secretaries	Management Response	Remarks
1	Regulation 17(1), 18(1), 19, 20, 21(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 17(1), 18(1), 19, 20, 21(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in filing up the vacancies of the Board of directors: The appointment of directors was delayed for a brief period from September 26, 2024, to October 6, 2024, due to the time required to obtain necessary approvals from sectoral regulators	BSE Ltd ("BSE") and National Stock Exchange of India Ltd ("NSE"). Letter issued by NSE & BSE through mail on November 21, 2024 on account of delay/ non-compliance with SEBI (LODR) Regulations, 2015.	Fine	Delay in compliance with the aforesaid Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period September 26, 2024 till October 6, 2024.	NSE and BSE imposed a fine of Rs. 1,68,740/- (inclusive of GST) for the delay in compliance with the said Regulations during the period September 26, 2024 till October 6, 2024.	The composition of the Board was in complaint for the fiscal year 2024-25 except between September 26, 2024 till October 06, 2024 due to impossibility of compliance on account of pending sector regulator prior approvals	The Company submitted a waiver application on November 29, 2024 and March 28, 2025, citing the non-compliance as a result of impossibility of compliance i.e. arising from the time taken to secure requisite approvals from sectoral regulatory authorities.. The	-



			viz., from the Ministry of Information and Broadcasting and the Ministry of Civil Aviation, the same were received on September 5, 2024, and October 3, 2024, respectively, following which the appointments were duly made.	Letter issued by NSE & BSE through mail dated March 17, 2025 on Non-Compliance /delayed compliance with the aforesaid Regulations					applicable waiver application fee was duly remitted into the designated account of the stock exchanges, and the matter is currently under consideration by the listing operations department of the respective exchanges	
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b) The listed entity has taken the following actions to comply with the observations made in previous reports:

#	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Regulation/Circular No	Deviations	Action taken by	Type of Action	Details of violation	Fine amount	Observations / Remarks of Practicing Company Secretaries	Management Response	Remarks
NO OBSERVATION WERE REPORTED IN THE PREVIOUS REPORT.										

I also report that in terms of the Circulars issued by BSE Limited and National Stock Exchange of India Limited on March 16, 2023 respectively regarding additional affirmations in this Report, I also affirm the following(s):



S. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by The Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	NIL
2.	<p><u>Adoption and timely updations of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	<p>Yes</p> <p>Yes</p>	<p>NIL</p> <p>NIL</p>
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>NIL</p> <p>NIL</p> <p>NIL</p>
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	NIL



5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	<p>NA</p> <p>Yes</p>	<p>The company does not have any material subsidiary during the period under review</p> <p>The compliance with respect to disclosures of subsidiaries is adhered with</p>
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	<p>Yes</p>	<p>NIL</p>
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	<p>Yes.</p>	<p>The performance evaluation of the Board, Committees were carried out during the month of March 2025 based on the evaluation framework approved by the Board based on the Nomination and Remuneration committee's recommendation.</p>
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	<p>Yes</p> <p>Not applicable</p>	<p>NIL</p> <p>Not applicable</p>



9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	Yes	NIL
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NIL
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	As detailed above	As detailed above
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	No	NIL
13.	<u>Additional non-compliances, if any:</u> Any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	No	NIL

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations- **Not applicable during the review period**

Assumptions & Limitation scope and Review:



- a. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.



- b. Our responsibility is to certify based upon examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- c. We have not verified the correctness and appropriateness of financial Records and Book of Accounts of the listed entity.
- d. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Chennai
Date: 27.05.2025

Name of the Practicing Company Secretary:
SWETHA SUBRAMANIAN

FCS NO:10815

C,P No 12512

Peer Review No: 6608/2025

UDIN: F010815G000450243