

NOTICE

Notice is hereby given that the **Twenty Fourth Annual General Meeting** of M/s Raj Television Network Limited will be held on Saturday, 29th September, 2018 at Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004, at 10.00 A.M. to transact the following business:-

ORDINARY BUSINESS:

1. **Adoption of Financial Statements:**

To receive, consider, approve and adopt the Audited Financial Statements of the Company prepared under Indian Accounting Standards (Ind-AS) as on a standalone basis, for the financial year ended March 31, 2018 including the Balance Sheet as at March 31, 2018, the Statement of Profit & Loss Account for the financial year ended on that date and the Reports of the Board of Directors (the Board) and Auditors thereon.

2. **To appoint a Director** in place of Smt Vijayalakshmi Ravindran, (Holding DIN: 00716224), who retires by rotation and being eligible, offers herself for re-appointment.

3. **Ratification of the appointment of Auditors.**

To ratify the appointment of Auditors and in this regard to consider and if thought fit, to pass, with or without modifications, the following Resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, the rules made thereunder, the resolution earlier passed by the members of the Company in their meeting held on 30-9-2017, appointing **M/s N. Naresh & Co., Chartered Accountants**, (Firm Registraton No. 011293S), as Statutory Auditors of the Company for a term five years and to hold office till conclusion of the Annual General Meeting to be held in the year 2022, subject to Annual ratification, be and is hereby ratified to the extent it is required / applicbale under the provisions of the Companies Act 2013".

SPECIAL BUSINESS

4. **Ratification of Remuneration of Cost Auditor:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the company hereby approves and ratifies the remuneration of Rs. 75000/- (Rupees Seventy Five Thousand Only) per year plus applicable taxes and out of pocket expenses payable to M/s. S. Subhashini, Cost Accountant, having Firm Registration Number:100482 and membership, number 22904, and having office at New no.5, First Floor, Alwarpet Street, Alwarpet, Chennai -18, for conducting the audit of cost records of the company for the financial years ending March 31, 2018 and March 31, 2019, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

5. **Re-Appointment of Shri. R. Rajagopalan as an Independent Director of the company:**

To consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution:

"Resolved that pursuant to Sections 149, 152 and other applicable provisions of Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act, Shri. R. Rajagopalan, (Holding DIN: 00717140) who holds the office of the Independent Directorship of the company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five years from 1st October, 2018 until September 30, 2023."

Regd. Office:
32, Poes Road,
IInd St, Teynampet,
Chennai-600 018
Date: 10th August 2018

By Order of the Board of Directors

Joseph Cheriyan
Company Secretary and Compliance Officer

Notes:

A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Annual General Meeting is annexed.

Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on Directors recommended by the Board for appointment / re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report

In respect of the proposed re-appointment of Shri. R. Rajagopalan, as an Independent Director not liable to retire by rotation, the Board of Directors have reviewed the declaration submitted by Shri. R. Rajagopalan, confirming that he continues to meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of the opinion that Shri. R. Rajagopalan, fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management of the Company.

Members who wish to obtain information on the Financial Statements for the year ended March 31, 2018, may send their queries at least seven days before the Annual General Meeting to the Compliance Officer & Company Secretary at the Registered Office of the Company or by e-mail to redressal@rajtvnet.in

Electronic copy of the Annual Report for 2017-18 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication. For Members who have not registered their e-mail address, physical copies of the Annual Report for 2017-18 is being sent. The Annual Report may also be accessed on the Company's Corporate Website www.rajtvnet.in

Members are requested to notify immediately about any change in their address / e-mail address / dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Chennai-600 002, Phone: 044-28460390-94, Fax: 28460129, Email: cameosys@cameoindia.com. Shareholders holding Equity Shares of the Company in physical form may register their email address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by email, by sending appropriate communication on cameosys@cameoindia.com / comp_sec@rajtvnet.in.

Members are requested vide SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, inter-alia, which inter-alia mandate the company/RTAs to send a letter under Registered / Speed post seeking PAN and bank details and hence the Members are requested to furnish the same either to the company or its RTA at the address mentioned above. This intimation may be treated as a compliance issued by SEBI in terms of the above said circular to all companies/RTAs.

E-Voting

In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 & Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting) from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL) for all the business as detailed in this notice. The remote e-voting period for all items of business contained in this notice shall commence from the 26th day of September 2018 at 9.00 a.m. and will end on the Friday 28th day of September 2018 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of 22nd September 2018, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

The facility for voting by way of Ballot / Poll paper shall also be made available at the venue of the meeting and members attending the meeting who have not already cast their vote by remote E-voting shall be able to exercise their right at the meeting.

The Members who have cast their vote by remote E-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The voting rights of Members either by way of remote e-voting prior to the meeting or by way Ballot / Poll paper at the meeting shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on the Cut-off date of September 22, 2018.

At the AGM the Chairman of the meeting shall after discussions on all the resolutions on which voting is to be held, allow voting by use of Ballot / Poll Paper by all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Company shall appoint an Independent Professional as Scrutinizer to conduct remote E-voting process as well as Ballot/Poll Paper voting process at the Annual General Meeting in a fair and transparent manner.

The Scrutinizer shall, after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated 24th Annual Report 2017-18 notice Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Vice-Chairman, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the Scrutinizer's report shall be placed on the website of the Company www.rajtvnet.in and shall also be communicated to the Stock Exchanges. The resolutions, if approved, shall be deemed to be passed on the date of AGM.

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32, Poes Road,
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Date: 10th August 2018

By Order of the Board of Directors

Joseph Cheriyan
Company Secretary

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

ITEM NO 4

At the board meeting held on May 28, 2018 the Board after reviewing confirmation received and based on the recommendations of the Audit Committee, approved the appointment of M/s. S. Subhashini, Cost Accountant , having Firm Registration Number:100482 and having membership, number 22904, as Cost Auditor of the Company for FY 2017-18 at remuneration of Rs.75,000/- (Rupees Seventy Five Thousand Only) plus taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, ratification by the Shareholders is sought for the remuneration payable to the Cost Auditor for FY 2017-18.

Your Board recommends the Ordinary Resolution as set out in Item No 5 for your approval. None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution.

ITEM NO 5

Re-Appointment of Shri. R.Rajagopalan as an Independent Director of the company:

Shri. R. Rajagopalan (Holding DIN 00717140) Independent Director of the company who retires by rotation at this Annual General Meeting of the company and as per the provisions of Section 149(5) of the Companies Act, 2013 is required to be appointed as an Independent director for a period of five years with effect from 01st October 2018 to 30th September 2023 not liable to retire by rotation. Further the said appointment shareholders permission is required by way of special resolution.

In the Opinion of the Board and Based on the declaration of Independence submitted by Shri. R Rajagoapalan, is a person of Integrity, has the necessary knowledge , experience and expertise for being appointed as an independent Director and fulfils the conditions specified in the Companies Act and Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations , 2015 (Listing Regulations) for appointment as an Independent Director of the Company.

Your Board recommends the Special Resolution as set out in **Item No 5** for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Shri. R. Rajagopalan (whose appointment is proposed in the resolution) are in any way concerned or interested in the resolution.

**Brief Profile of Directors seeking appointment / re-appointment at the Annual General Meeting:
INFORMATION ABOUT THE DIRECTORS RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**

1. Shri. R Rajagopalan

Name of the Director	Shri R Rajagopalan (DIN 00717140)
Age	75
Date of first Appointment on the Board	14-06-2007
Qualification	Retired from Indian Police Service
Brief resume including Experience	A retired Director General of Police, Tamil Nadu, he commenced his career in the Indian Army in October 1963. After joining the Indian Police Service in 1968, he had a distinguished career spanning over three decades with the police department. He has held senior positions such as Deputy Inspector General, CBI during 1983 – 1988. He was the Commissioner of Police from 1991 – 1995 and the Director General of National Security Guard during 2001 – 2002. He has held four posts of DGP in Tamil Nadu and was awarded seven medals including President's Police Medal (1992) and the Indian Police Medal for Meritorious Service (1983) He holds a Masters in Business Administration and Law.
Expertise in specific functional areas	Shri R Rajagopalan has over 5 decades of experience in the Administration, Law & order, Staff selection and recruitments , public administration. He has held various positions over his functional area as an IPS officer and was the Ex DGP for Tamil Nadu State.
Other Directorships	Nil
Chairmanship/Membership Committees in Companies in which position of Director is held	Nil
Relationship with other Directors, managers, and the Key managerial Personnel of the Company	Nil
No. of board meeting attended during the year	5
Terms and conditions of appointment or reappointment including remuneration	Appointed as Independent Director for a term of five years with effect from 01 st October 2018 to 30 th September 2023 not liable to retire by rotation, subject to approval of share holders. As an independent director, he is entitled to a sitting fee of Rs.30000 for each meeting and Rs.15000/- for each committee meeting. During the FY 2017-18, he was paid Rs.3,00,000/-as sitting fees for his attendance at the Board and Committee meetings.
No. of equity Shares held in the company (As on 30th June , 2018)	Nil

2. Smt. Vijayalakshmi Ravindran

Name of the Director	Smt Vijayalakshmi Ravindran (DIN: 00717140)
Age	53
Date of first Appointment on the Board	Worked in the company as a director from 1999 to 2006 and further appointed as director by members during the AGM held on 30.09.2014 as woman director of the company w.e.f 01.10.2014
Qualification	Graduate
Brief resume including Experience	A graduate in English Literature University of Madurai, she holds Non -Executive Director of the Company. She is also acting as the Chairman of the "Internal Complaints Committee" constituted as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
Expertise in specific functional areas	She has more than two decades of experience in business management and administration. She holds Directorship in various companies and her vast experience and expertise will support the growth of the Company.
Other Directorships	Smt.Vijayalakshmi Ravindran is a Whole Time Director in M/s Vissa Television Network Limited and Ravin Hotels Private Limited.
Chairmanship/Membership Committees in Companies in which position of Director is held	Nil
Relationship with other Directors, managers, and the Key managerial Personnel of the Company	She is related to existing whole-time directors, relatives who are in employment with the company and the Managing Director of the company
No. of board meeting attended during the year	5
Terms and conditions of appointment or reappointment including remuneration	Appointed as Woman Director of the company liable to retire by rotation, subject to approval of share holders. As a director, she is entitled to a sitting fee of Rs.30000/- for each meeting and Rs.15000/- for each committee meeting. During the FY 2017-18, he was paid Rs.1,50,000/-as sitting fees for her attendance at the Board and Committee meetings.
No. of equity Shares held in the company (As on 30th June , 2018)	28,82,101

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By Order of the Board of Directors

Joseph Cheriyan
Company Secretary