

**RAJ TV/14-15/AGM**

September 20, 2014

Bombay Stock Exchange Limited  
National Stock Exchange of India Limited

Kind attention: Corporate Relationship Department

**Sub: Outcome of the 20<sup>th</sup> AGM- Raj Television Network Ltd.**

Dear Sirs,

This is to inform you that the Members of the company at the 20<sup>th</sup> Annual General Meeting of the Company held on Friday, September 19, 2014 have approved:

**ORDINARY BUSINESS**

1. Adoption of the audited Balance Sheet as at 31<sup>st</sup> March 2014, the statement of Profit & Loss of the Company for the year ended 31<sup>st</sup> March 2014, Cash Flow statement for the year ended 31<sup>st</sup> March 2014 and the Reports of Auditors and Directors thereon, by passing an ordinary resolution with requisite majority.
2. Approved final dividend on Equity Shares at the rate of Rs 0.25 paise per equity share of Rupees 5 paid-up for the financial year ended 31<sup>st</sup> March 2014 and confirmed the interim dividend of Rs. 0.50 paise per Equity share of Rupees 10 paid-up (before bonus allotment and split of the face value), already paid for the year ended 31<sup>st</sup> March, 2014 by passing an ordinary resolution with requisite majority.
3. Approved reappointment of Shri A. Arjuna Pai (holding DIN 01830471), who retires by rotation, as an independent director liable to retire by rotation, by passing an ordinary resolution with requisite majority.
4. Approved reappointment of Shri D R Karthikeyan (holding DIN 00327907), who retires by rotation, as an independent director liable to retire by rotation, by passing an ordinary resolution with requisite majority.
5. Approved reappointment of Shri R. Rajagopalan (holding DIN 00717140), who retires by rotation, as an independent director liable to retire by rotation by passing an ordinary resolution with requisite majority.
6. Approved reappointment of Shri Mohan Kaameswaran (holding DIN 00562832), who retires by rotation, as an independent director liable to retire by rotation by passing an ordinary resolution with requisite majority.



FOR RAJ TELEVISION NETWORK LIMITED



COMPANY SECRETARY  
CS JOSEPH CHERIYAN, ACS

**Raj Television Network Limited, 32, Poes Road, 2nd Street, Teynampet, Chennai - 600 018,**

Tel: 24334149/50/51, 24351898/2926 Fax : 91-44-24341260, E-mail : raitv@raitvnet.in

7. Approved reappointment of M/s Pratapkaran Paul & Co, Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this Annual general Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be decided by the Board of Directors, by passing an ordinary resolution with requisite majority.

#### SPECIAL BUSINESS

8. Pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013, approved the resolution for varying the terms and conditions of remuneration being paid/payable to Shri M. Rajhendran, Managing Director (holding DIN 00821144), of the company (Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01<sup>st</sup> day of April, 2014, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company) by passing a Special resolution with the requisite majority.
9. Pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013, the consent of the members of the company accorded for varying the terms and conditions of remuneration being paid/payable to Shri M. Rajarathinam, Whole-time Director, (holding DIN 00839174), of the company (Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01<sup>st</sup> day of April, 2014, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company) by passing a Special resolution with the requisite majority.
10. Pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013, the consent of the members of the company accorded for varying the terms and conditions of remuneration being paid/payable to Shri M. Ravindran-Whole-time Director, (holding DIN 00662830), of the company (Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01<sup>st</sup> day of April, 2014, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company) by passing a Special resolution with the requisite majority.
11. Pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013, the consent of the members of the company accorded for varying the terms and conditions of remuneration being paid/payable to Shri M. Ragunathan-



For RAJ TELEVISION NETWORK LIMITED

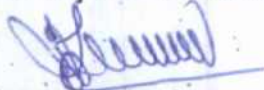
COMPANY SECRETARY

- Whole-time Director , (holding DIN 00662769), of the company (Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01<sup>st</sup> day of April, 2014, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company) by passing a Special resolution with the requisite majority.
12. Approved the Borrowing powers of the Board Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs.200 Crores (Rupees Two Hundred crores only) by passing a Special resolution with the requisite majority.
  13. Approved the Mortgage powers of the Board Directors of the Company for borrowing from time to time as they may think fit, by passing a Special resolution with the requisite majority.
  14. Pursuant to the provisions of Section 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement Smt Amudha Rajendran (DIN 00716133), appointed as a Director of the company , by passing an Ordinary resolution with the requisite majority.
  15. Pursuant to the provisions of Section 204(1) of the Companies Act 2013 Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013, M/s V. Nagarajan & Co., Company Secretaries, Chennai appointed as Secretarial Auditors of the Company by passing an Ordinary resolution with the requisite majority.

This is for your information and records please.

Yours truly

**For Raj Television Network Limited**



**Joseph Cheriyan**

**Company Secretary & Compliance Officer**





**RAJ TV/BSE/13-14/AGM 2014**  
**September 20, 2014-Chennai.**

Bombay Stock Exchange Limited (Scrip Code: 532826)  
 National Stock Exchange of India Limited (Scrip ID: RAJTV)

**Kind attention: Corporate Relationship Department**

**DISCLOSURES REGARDING VOTING RESULTS OF 20<sup>TH</sup> ANNUAL GENERAL MEETING OF THE  
 COMPANY HELD ON 19<sup>TH</sup> SEPTEMBER 2014  
 PURSUANT TO CLAUSE 35A OF THE LISTING AGREEMENT**

**A- DETAILS OF ATTENDANCE AT ANNUAL GENERAL MEETING:**

| Particulars  |                   | Details  |       |
|--|-------------------|--|-------|
| Total Number of Shareholders as on Book Closure  |                   | 7737   |       |
| Date of AGM  |                   | 19 <sup>TH</sup> SEPTEMBER 2014, FRIDAY.       |       |
| Book closure Date  |                   | September 10, 2014<br>to<br>September 19, 2014 |       |
| No of Shareholders present in the meeting either in person or through proxy                                      |                   |  |       |
| Share Holders  | Present in person | Present through proxy                          | Total |
| a, Promoters & Promoter Group  | 7                 | 1  | 8     |
| b, Public  | 1010              | 5  | 1015  |
| Total  | 1017              | 6  | 1023  |
| No of Shareholders attended the meeting through video conferencing:-No video conferencing facility was arranged. |                   |  |       |
| Details of Agenda  |                   | As detailed in 'B' below:-                     |       |
| Resolution required  |                   |  |       |
| Mode of Voting   |                   |  |       |
| Voting results   |                   |  |       |

This is for your information and records please.

Yours truly

For Raj Television Network Limited

Joseph cheriyan  
 Company Secretary & compliance Officer.



**B- Details of the Agenda and Voting Results:-**

| <b>Resolution 1: Adoption of Annual accounts for the year ended 31-03-2014.</b> |                                    |  |                    |   |                      |                     |               |                                      |                                    |
|---|------------------------------------|--|--------------------|---|----------------------|---------------------|---------------|--------------------------------------|------------------------------------|
| Type of Voting  | Share holder Type                  | No. of Shares Held as at E-voting cutt of date | No of Votes Polled | % of votes polled on outstanding shares | No of votes in favor | No of votes against | Invalid Votes | % of votes in favour of votes polled | % of votes against on votes polled |
| E-Voting  | Promoter & Promoter group          | 34529263                                       | 18814168           | 54.49                                   | 18814168             | 0                   | 0             | 100.00                               | -                                  |
| E-Voting  | Public Institutional Holders (FIH) | 154789   | 83275              | 53.80                                   | 15012                | 68263               | 0             | 18.03                                | 81.97                              |
| E-Voting  | Public-Others                      | 17229292                                       | 30                 | 0.00                                    | 30                   | 0                   | 0             | 100.00                               | -                                  |
| <b>Total Evoting</b>  |                                    | <b>51913344</b>                                | <b>18897473</b>    | <b>36.40</b>                            | <b>18829210</b>      | <b>68263</b>        | <b>0</b>      | <b>99.64</b>                         | <b>0.36</b>                        |
| Poll at AGM   | Promoter & Promoter group          | 34529263                                       | 15715095           | 45.51                                   | 15715095             | 0                   | 0             | 100.00                               | -                                  |
| Poll at AGM   | Public Institutional Holders       | 154789   | 0                  | -                                       | 0                    | 0                   | 0             | -                                    | -                                  |
| Poll at AGM   | Public-Others                      | 17229292                                       | 2227               | 0.01                                    | 2227                 | 0                   | 24            | 100.00                               | -                                  |
| <b>Poll at AGM Total</b>  |                                    | <b>51913344</b>                                | <b>15717322</b>    | <b>30.28</b>                            | <b>15717322</b>      | <b>0</b>            | <b>24</b>     | <b>100.00</b>                        | <b>-</b>                           |
| <b>Total</b>  |                                    | <b>51913344</b>                                | <b>34614795</b>    | <b>66.68</b>                            | <b>34546532</b>      | <b>68263</b>        | <b>24</b>     | <b>99.80</b>                         | <b>0.20</b>                        |

| <b>Resolution 2 : Declaration of Final Dividend and confirmation of Interim dividend.</b> |                                    |  |                    |   |                      |                     |               |                                      |                                    |
|---|------------------------------------|--|--------------------|---|----------------------|---------------------|---------------|--------------------------------------|------------------------------------|
| Type of Voting  | Share holder Type                  | No. of Shares Held as at E-voting cutt of date | No of Votes Polled | % of votes polled on outstanding shares | No of votes in favor | No of votes against | Invalid Votes | % of votes in favour of votes polled | % of votes against on votes polled |
| E-Voting  | Promoter & Promoter group          | 34529263                                       | 18814168           | 54.49                                   | 18814168             | 0                   | 0             | 100.00                               | -                                  |
| E-Voting  | Public Institutional Holders (FIH) | 154789   | 83275              | 53.80                                   | 83275                | 0                   | 0             | 100.00                               | -                                  |
| E-Voting  | Public-Others                      | 17229292                                       | 30                 | 0.0002                                  | 30                   | 0                   | 0             | 100.00                               | -                                  |
| <b>Total Evoting</b>  |                                    | <b>51913344</b>                                | <b>18897473</b>    | <b>36.40</b>                            | <b>18897473</b>      | <b>0</b>            | <b>0</b>      | <b>100.00</b>                        | <b>-</b>                           |
| Poll at AGM   | Promoter & Promoter group          | 34529263                                       | 15715095           | 45.51                                   | 15715095             | 0                   | 0             | 100.00                               | -                                  |
| Poll at AGM   | Public Institutional Holders       | 154789   | 0                  | -                                       | 0                    | 0                   | 0             | -                                    | -                                  |
| Poll at AGM   | Public-Others                      | 17229292                                       | 2227               | 0.01                                    | 2227                 | 0                   | 24            | 100.00                               | -                                  |
| <b>Poll at AGM Total</b>  |                                    | <b>51913344</b>                                | <b>15717322</b>    | <b>30.28</b>                            | <b>15717322</b>      | <b>0</b>            | <b>24</b>     | <b>100.00</b>                        | <b>-</b>                           |
| <b>Total</b>  |                                    | <b>51913344</b>                                | <b>34614795</b>    | <b>66.68</b>                            | <b>34614795</b>      | <b>0</b>            | <b>24</b>     | <b>100.00</b>                        | <b>-</b>                           |



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**B- Details of the Agenda and Voting Results:-**

| <b>Resolution 3: Appointment of Shri A. Arjuna Pai (holding DIN 01830471) as an Independent Director</b> |                                   |  |                    |   |                      |                     |               |                                      |                                    |
|--|-----------------------------------|--|--------------------|---|----------------------|---------------------|---------------|--------------------------------------|------------------------------------|
|  | Share holder Type                 | No. of Shares Held as at E-voting cutt of date | No of Votes Polled | % of votes polled on outstanding shares | No of votes in favor | No of votes against | Invalid Votes | % of votes in favour of votes polled | % of votes against on votes polled |
| E-Voting   | Promoter & Promoter group         | 34529263                                       | 18814168           | 54.49                                   | 18814168             | 0                   | 0             | 100.00                               | -                                  |
| E-Voting   | Public Institutional Holders (FI) | 154789   | 83275              | 53.80                                   | 15012                | 68263               | 0             | 18.03                                | 81.97                              |
| E-Voting   | Public-Others                     | 17229292                                       | 30                 | 0.00                                    | 30                   | 0                   | 0             | 100.00                               | -                                  |
| <b>Total Evoting</b>   |                                   | <b>51913344</b>                                | <b>18897473</b>    | <b>36.40</b>                            | <b>18829210</b>      | <b>68263</b>        | <b>0</b>      | <b>99.64</b>                         | <b>0.36</b>                        |
| Poll at AGM  | Promoter & Promoter group         | 34529263                                       | 15715095           | 45.51                                   | 15715095             | 0                   | 0             | 100.00                               | -                                  |
| Poll at AGM  | Public Institutional Holders      | 154789   | 0                  | -                                       | 0                    | 0                   | 0             | -                                    | -                                  |
| Poll at AGM  | Public-Others                     | 17229292                                       | 2227               | 0.01                                    | 2227                 | 0                   | 24            | 100.00                               | -                                  |
| <b>Poll at AGM Total</b>   |                                   | <b>51913344</b>                                | <b>15717322</b>    | <b>30.28</b>                            | <b>15717322</b>      | <b>0</b>            | <b>24</b>     | <b>100.00</b>                        | <b>-</b>                           |
| <b>Total</b>   |                                   | <b>51913344</b>                                | <b>34614795</b>    | <b>66.68</b>                            | <b>34546532</b>      | <b>68263</b>        | <b>24</b>     | <b>99.80</b>                         | <b>0.20</b>                        |

| <b>Resolution 4: Appointment of Shri D R Karthikeyan (holding DIN 00327907) as an Independent Director</b> |                                   |  |                    |   |                      |                     |               |                                      |                                    |
|--|-----------------------------------|--|--------------------|---|----------------------|---------------------|---------------|--------------------------------------|------------------------------------|
| Type of Voting   | Share holder Type                 | No. of Shares Held as at E-voting cutt of date | No of Votes Polled | % of votes polled on outstanding shares | No of votes in favor | No of votes against | Invalid Votes | % of votes in favour of votes polled | % of votes against on votes polled |
| E-Voting   | Promoter & Promoter group         | 34529263                                       | 18814168           | 54.49                                   | 18814168             | 0                   | 0             | 100.00                               | -                                  |
| E-Voting   | Public Institutional Holders (FI) | 154789   | 83275              | 53.80                                   | 83275                | 0                   | 0             | 100.00                               | -                                  |
| E-Voting   | Public-Others                     | 17229292                                       | 30                 | 0.00                                    | 30                   | 0                   | 0             | 100.00                               | -                                  |
| <b>Total Evoting</b>   |                                   | <b>51913344</b>                                | <b>18897473</b>    | <b>36.40</b>                            | <b>18897473</b>      | <b>0</b>            | <b>0</b>      | <b>100.00</b>                        | <b>-</b>                           |
| Poll at AGM  | Promoter & Promoter group         | 34529263                                       | 15715095           | 45.51                                   | 15715095             | 0                   | 0             | 100.00                               | -                                  |
| Poll at AGM  | Public Institutional Holders      | 154789   | 0                  | -                                       | 0                    | 0                   | 0             | -                                    | -                                  |
| Poll at AGM  | Public-Others                     | 17229292                                       | 2227               | 0.01                                    | 2223                 | 4                   | 24            | 99.82                                | 0.18                               |
| <b>Poll at AGM Total</b>   |                                   | <b>51913344</b>                                | <b>15717322</b>    | <b>30.28</b>                            | <b>15717318</b>      | <b>4</b>            | <b>24</b>     | <b>99.99997</b>                      | <b>0.00003</b>                     |
| <b>Total</b>   |                                   | <b>51913344</b>                                | <b>34614795</b>    | <b>66.68</b>                            | <b>34614791</b>      | <b>4</b>            | <b>24</b>     | <b>99.99999</b>                      | <b>0.00001</b>                     |



**B- Details of the Agenda and Voting Results:-**

| <b>Resolution 5: Appointment of Shri R. Rajagopalan (holding DIN 00717140) as an Independent Director</b> |                                   |  |                    |   |                      |                     |               |                                      |                                    |
|---|-----------------------------------|--|--------------------|---|----------------------|---------------------|---------------|--------------------------------------|------------------------------------|
| Type of Voting  | Share holder Type                 | No. of Shares Held as at E-voting cutt of date | No of Votes Polled | % of votes polled on outstanding shares | No of votes in favor | No of votes against | Invalid Votes | % of votes in favour of votes polled | % of votes against on votes polled |
| E-Voting  | Promoter & Promoter group         | 34529263                                       | 18814168           | 54.49                                   | 18814168             | 0                   | 0             | 100.00                               | -                                  |
| E-Voting  | Public Institutional Holders (FI) | 154789   | 83275              | 53.80                                   | 0                    | 83275               | 0             | -                                    | 100.00                             |
| E-Voting  | Public-Others                     | 17229292                                       | 30                 | 0.00                                    | 30                   | 0                   | 0             | 100.00                               | -                                  |
| <b>Total Evoting</b>  |                                   | <b>51913344</b>                                | <b>18897473</b>    | <b>36.40</b>                            | <b>18814198</b>      | <b>83275</b>        | <b>0</b>      | <b>99.56</b>                         | <b>0.44</b>                        |
| Poll at AGM   | Promoter & Promoter group         | 34529263                                       | 15715095           | 45.51                                   | 15715095             | 0                   | 0             | 100.00                               | -                                  |
| Poll at AGM   | Public Institutional Holders      | 154789   | 0                  | -                                       | 0                    | 0                   | 0             | -                                    | -                                  |
| Poll at AGM   | Public-Others                     | 17229292                                       | 2227               | 0.01                                    | 2223                 | 4                   | 24            | 99.82                                | 0.18                               |
| <b>Poll at AGM Total</b>  |                                   | <b>51913344</b>                                | <b>15717322</b>    | <b>30.28</b>                            | <b>15717318</b>      | <b>4</b>            | <b>24</b>     | <b>99.99997</b>                      | <b>0.00003</b>                     |
| <b>Total</b>  |                                   | <b>51913344</b>                                | <b>34614795</b>    | <b>66.68</b>                            | <b>34531516</b>      | <b>83279</b>        | <b>24</b>     | <b>99.76</b>                         | <b>0.24</b>                        |

| <b>Resolution 6: Appointment of Shri Mohan Kaameswaran (holding DIN 00562832) as an Independent Director</b> |                                   |  |                    |   |                      |                     |               |                                      |                                    |
|--|-----------------------------------|--|--------------------|---|----------------------|---------------------|---------------|--------------------------------------|------------------------------------|
| Type of Voting   | Share holder Type                 | No. of Shares Held as at E-voting cutt of date | No of Votes Polled | % of votes polled on outstanding shares | No of votes in favor | No of votes against | Invalid Votes | % of votes in favour of votes polled | % of votes against on votes polled |
| E-Voting   | Promoter & Promoter group         | 34529263                                       | 18814168           | 54.49                                   | 18814168             | 0                   | 0             | 100.00                               | -                                  |
| E-Voting   | Public Institutional Holders (FI) | 154789   | 83275              | 53.80                                   | 0                    | 83275               | 0             | -                                    | 100.00                             |
| E-Voting   | Public-Others                     | 17229292                                       | 30                 | 0.00                                    | 30                   | 0                   | 0             | 100.00                               | -                                  |
| <b>Total Evoting</b>   |                                   | <b>51913344</b>                                | <b>18897473</b>    | <b>36.40</b>                            | <b>18814198</b>      | <b>83275</b>        | <b>0</b>      | <b>99.56</b>                         | <b>0.44</b>                        |
| Poll at AGM  | Promoter & Promoter group         | 34529263                                       | 15715095           | 45.51                                   | 15715095             | 0                   | 0             | 100.00                               | -                                  |
| Poll at AGM  | Public Institutional Holders      | 154789   | 0                  | -                                       | 0                    | 0                   | 0             | -                                    | -                                  |
| Poll at AGM  | Public-Others                     | 17229292                                       | 2227               | 0.01                                    | 2227                 | 0                   | 24            | 100.00                               | -                                  |
| <b>Poll at AGM Total</b>   |                                   | <b>51913344</b>                                | <b>15717322</b>    | <b>30.28</b>                            | <b>15717322</b>      | <b>0</b>            | <b>24</b>     | <b>100.00</b>                        | <b>-</b>                           |
| <b>Total</b>   |                                   | <b>51913344</b>                                | <b>34614795</b>    | <b>66.68</b>                            | <b>34531520</b>      | <b>83275</b>        | <b>24</b>     | <b>99.76</b>                         | <b>0.24</b>                        |



4

**B- Details of the Agenda and Voting Results:-**

| Resolution 7: Appointment of M/s Pratapkaran Paul & Co., as Statutory auditors of the company |                                   |  |                    |   |                      |                     |               |                                      |                                    |
|---|-----------------------------------|--|--------------------|---|----------------------|---------------------|---------------|--------------------------------------|------------------------------------|
| Type of Voting  | Share holder Type                 | No. of Shares Held as at E-voting cutt of date | No of Votes Polled | % of votes polled on outstanding shares | No of votes in favor | No of votes against | Invalid Votes | % of votes in favour of votes polled | % of votes against on votes polled |
| E-Voting  | Promoter & Promoter group         | 34529263                                       | 18814168           | 54.49                                   | 18814168             | 0                   | 0             | 100.00                               | -                                  |
| E-Voting  | Public Institutional Holders (FI) | 154789   | 83275              | 53.80                                   | 0                    | 83275               | 0             | -                                    | 100.00                             |
| E-Voting  | Public-Others                     | 17229292                                       | 30                 | 0.00                                    | 30                   | 0                   | 0             | 100.00                               | -                                  |
| <b>Total Evoting</b>  |                                   | <b>51913344</b>                                | <b>18897473</b>    | <b>36.40</b>                            | <b>18814198</b>      | <b>83275</b>        | <b>0</b>      | <b>99.56</b>                         | <b>0.44</b>                        |
| Poll at AGM   | Promoter & Promoter group         | 34529263                                       | 15715095           | 45.51                                   | 15715095             | 0                   | 0             | 100.00                               | -                                  |
| Poll at AGM   | Public Institutional Holders      | 154789   | 0                  | -                                       | 0                    | 0                   | 0             | -                                    | -                                  |
| Poll at AGM   | Public-Others                     | 17229292                                       | 2227               | 0.01                                    | 2223                 | 4                   | 24            | 99.82                                | 0.18                               |
| <b>Poll at AGM Total</b>  |                                   | <b>51913344</b>                                | <b>15717322</b>    | <b>30.28</b>                            | <b>15717318</b>      | <b>4</b>            | <b>24</b>     | <b>99.99997</b>                      | <b>0.00003</b>                     |
| <b>Total</b>  |                                   | <b>51913344</b>                                | <b>34614795</b>    | <b>66.68</b>                            | <b>34531516</b>      | <b>83279</b>        | <b>24</b>     | <b>99.76</b>                         | <b>0.24</b>                        |

| Resolution 8: Confirmation of the variation of the terms and conditions of remuneration being paid/payable to Shri M. Raajhendran, Managing Director (holding DIN 00821144) of the company as enumerated in the notice for the period from 01-04-2014 to 31-03-2016. |                                   |  |                    |   |                      |                     |               |                                      |                                    |
|--|-----------------------------------|--|--------------------|---|----------------------|---------------------|---------------|--------------------------------------|------------------------------------|
| Type of Voting   | Share holder Type                 | No. of Shares Held as at E-voting cutt of date | No of Votes Polled | % of votes polled on outstanding shares | No of votes in favor | No of votes against | Invalid Votes | % of votes in favour of votes polled | % of votes against on votes polled |
| E-Voting   | Promoter & Promoter group         | 34529263                                       | 18814168           | 54.49                                   | 18814168             | 0                   | 0             | 100.00                               | -                                  |
| E-Voting   | Public Institutional Holders (FI) | 154789   | 83275              | 53.80                                   | 83275                | 0                   | 0             | 100.00                               | -                                  |
| E-Voting   | Public-Others                     | 17229292                                       | 30                 | 0.00                                    | 30                   | 0                   | 0             | 100.00                               | -                                  |
| <b>Total Evoting</b>   |                                   | <b>51913344</b>                                | <b>18897473</b>    | <b>36.40</b>                            | <b>18897473</b>      | <b>0</b>            | <b>0</b>      | <b>100.00</b>                        | <b>-</b>                           |
| Poll at AGM  | Promoter & Promoter group         | 34529263                                       | 15715095           | 45.51                                   | 15715095             | 0                   | 0             | 100.00                               | -                                  |
| Poll at AGM  | Public Institutional Holders      | 154789   | 0                  | -                                       | 0                    | 0                   | 0             | -                                    | -                                  |
| Poll at AGM  | Public-Others                     | 17229292                                       | 2227               | 0.01                                    | 2227                 | 0                   | 24            | 100.00                               | -                                  |
| <b>Poll at AGM Total</b>   |                                   | <b>51913344</b>                                | <b>15717322</b>    | <b>30.28</b>                            | <b>15717322</b>      | <b>0</b>            | <b>24</b>     | <b>100.00</b>                        | <b>-</b>                           |
| <b>Total</b>   |                                   | <b>51913344</b>                                | <b>34614795</b>    | <b>66.68</b>                            | <b>34614795</b>      | <b>0</b>            | <b>24</b>     | <b>100.00</b>                        | <b>-</b>                           |



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**B- Details of the Agenda and Voting Results:-**

**Resolution 9: Confirmation of the variation of the terms and conditions of remuneration being paid/payable to M. Rajarathinam, Whole-time Director, (holding DIN 00839174) of the company as enumerated in the notice for the period from 01-04-2014 to 31-03-2016.**

| Type of Voting           | Share holder Type                 | No. of Shares Held as at E-voting cutt of date | No of Votes Polled | % of votes polled on outstanding shares | No of votes in favor | No of votes against | Invalid Votes | % of votes in favour of votes polled | % of votes against on votes polled |
|--------------------------|-----------------------------------|--|--------------------|---|----------------------|---------------------|---------------|--------------------------------------|------------------------------------|
| E-Voting                 | Promoter & Promoter group         | 34529263                                       | 18814168           | 54.49                                   | 18814168             | 0                   | 0             | 100.00                               | -                                  |
| E-Voting                 | Public Institutional Holders (FI) | 154789   | 83275              | 53.80                                   | 83275                | 0                   | 0             | 100.00                               | -                                  |
| E-Voting                 | Public-Others                     | 17229292                                       | 30                 | 0.00                                    | 20                   | 10                  | 0             | 66.67                                | 33.33                              |
| <b>Total Evoting</b>     |                                   | <b>51913344</b>                                | <b>18897473</b>    | <b>36.40</b>                            | <b>18897463</b>      | <b>10</b>           | <b>0</b>      | <b>99.9999</b>                       | <b>0.0001</b>                      |
| Poll at AGM              | Promoter & Promoter group         | 34529263                                       | 15715095           | 45.51                                   | 15715095             | 0                   | 0             | 100.00                               | -                                  |
| Poll at AGM              | Public Institutional Holders      | 154789   | 0                  | -                                       | 0                    | 0                   | 0             | -                                    | -                                  |
| Poll at AGM              | Public-Others                     | 17229292                                       | 2227               | 0.01                                    | 2227                 | 0                   | 24            | 100.00                               | -                                  |
| <b>Poll at AGM Total</b> |                                   | <b>51913344</b>                                | <b>15717322</b>    | <b>30.28</b>                            | <b>15717322</b>      | <b>0</b>            | <b>24</b>     | <b>100.00</b>                        | <b>-</b>                           |
| <b>Total</b>             |                                   | <b>51913344</b>                                | <b>34614795</b>    | <b>66.68</b>                            | <b>34614785</b>      | <b>10</b>           | <b>24</b>     | <b>99.99997</b>                      | <b>0.00003</b>                     |

**Resolution 10: Confirmation of the variation of the terms and conditions of remuneration being paid/payable to Shri M. Ravindran- Whole-time Director, (holding DIN 00662830) of the company as enumerated in the notice for the period from 01-04-2014 to 31-03-2016**

| Type of Voting           | Share holder Type                 | No. of Shares Held as at E-voting cutt of date | No of Votes Polled | % of votes polled on outstanding shares | No of votes in favor | No of votes against | Invalid Votes | % of votes in favour of votes polled | % of votes against on votes polled |
|--------------------------|-----------------------------------|--|--------------------|---|----------------------|---------------------|---------------|--------------------------------------|------------------------------------|
| E-Voting                 | Promoter & Promoter group         | 34529263                                       | 18814168           | 54.49                                   | 18814168             | 0                   | 0             | 100.00                               | -                                  |
| E-Voting                 | Public Institutional Holders (FI) | 154789   | 83275              | 53.80                                   | 83275                | 0                   | 0             | 100.00                               | -                                  |
| E-Voting                 | Public-Others                     | 17229292                                       | 30                 | 0.00                                    | 30                   | 0                   | 0             | 100.00                               | -                                  |
| <b>Total Evoting</b>     |                                   | <b>51913344</b>                                | <b>18897473</b>    | <b>36.40</b>                            | <b>18897473</b>      | <b>0</b>            | <b>0</b>      | <b>100.00</b>                        | <b>-</b>                           |
| Poll at AGM              | Promoter & Promoter group         | 34529263                                       | 15715095           | 45.51                                   | 15715095             | 0                   | 0             | 100.00                               | -                                  |
| Poll at AGM              | Public Institutional Holders      | 154789   | 0                  | -                                       | 0                    | 0                   | 0             | -                                    | -                                  |
| Poll at AGM              | Public-Others                     | 17229292                                       | 2227               | 0.01                                    | 2227                 | 0                   | 24            | 100.00                               | -                                  |
| <b>Poll at AGM Total</b> |                                   | <b>51913344</b>                                | <b>15717322</b>    | <b>30.28</b>                            | <b>15717322</b>      | <b>0</b>            | <b>24</b>     | <b>100.00</b>                        | <b>-</b>                           |
| <b>Total</b>             |                                   | <b>51913344</b>                                | <b>34614795</b>    | <b>66.68</b>                            | <b>34614795</b>      | <b>0</b>            | <b>24</b>     | <b>100.00</b>                        | <b>-</b>                           |



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**B- Details of the Agenda and Voting Results:-**

**Resolution 11: Confirmation of the variation of the terms and conditions of remuneration being paid/payable to Shri M. Ragunathan- Whole-time Director , (holding DIN 00662769)of the company as enumerated in the notice for the period from 01-04-2014 to 31-03-2016**

| Type of Voting           | Share holder Type                 | No. of Shares Held as at E-voting cutt of date | No of Votes Polled | % of votes polled on outstanding shares | No of votes in favor | No of votes against | Invalid Votes | % of votes in favour of votes polled | % of votes against on votes polled |
|--------------------------|-----------------------------------|--|--------------------|---|----------------------|---------------------|---------------|--------------------------------------|------------------------------------|
| E-Voting                 | Promoter & Promoter group.        | 34529263                                       | 18814168           | 54.49                                   | 18814168             | 0                   | 0             | 100.000                              | -                                  |
| E-Voting                 | Public Institutional Holders (FI) | 154789   | 83275              | 53.80                                   | 83275                | 0                   | 0             | 100.000                              | -                                  |
| E-Voting                 | Public-Others                     | 17229292                                       | 30                 | 0.00                                    | 30                   | 0                   | 0             | 100.000                              | -                                  |
| <b>Total Evoting</b>     |                                   | <b>51913344</b>                                | <b>18897473</b>    | <b>36.40</b>                            | <b>18897473</b>      | <b>0</b>            | <b>0</b>      | <b>100.000</b>                       | <b>-</b>                           |
| Poll at AGM              | Promoter & Promoter group         | 34529263                                       | 15715095           | 45.51                                   | 15715095             | 0                   | 0             | 100.000                              | -                                  |
| Poll at AGM              | Public Institutional Holders      | 154789   | 0                  | -                                       | 0                    | 0                   | 0             | -                                    | -                                  |
| Poll at AGM              | Public-Others                     | 17229292                                       | 2227               | 0.01                                    | 2227                 | 0                   | 24            | 100.000                              | -                                  |
| <b>Poll at AGM Total</b> |                                   | <b>51913344</b>                                | <b>15717322</b>    | <b>30.28</b>                            | <b>15717322</b>      | <b>0</b>            | <b>24</b>     | <b>100.000</b>                       | <b>-</b>                           |
| <b>Total</b>             |                                   | <b>51913344</b>                                | <b>34614795</b>    | <b>66.68</b>                            | <b>34614795</b>      | <b>0</b>            | <b>24</b>     | <b>100.000</b>                       | <b>-</b>                           |

**Resolution 12: Approval of the Borrowing powers of Board of Directors of the Company**

| Type of Voting           | Share holder Type                 | No. of Shares Held as at E-voting cutt of date | No of Votes Polled | % of votes polled on outstanding shares | No of votes in favor. | No of votes against | Invalid Votes | % of votes in favour of votes polled | % of votes against on votes polled |
|--------------------------|-----------------------------------|--|--------------------|---|-----------------------|---------------------|---------------|--------------------------------------|------------------------------------|
| E-Voting                 | Promoter & Promoter group         | 34529263                                       | 18814168           | 54.49                                   | 18814168              | 0                   | 0             | 100.00                               | -                                  |
| E-Voting                 | Public Institutional Holders (FI) | 154789   | 83275              | 53.80                                   | 83275                 | 0                   | 0             | 100.00                               | -                                  |
| E-Voting                 | Public-Others                     | 17229292                                       | 30                 | 0.00                                    | 30                    | 0                   | 0             | 100.00                               | -                                  |
| <b>Total Evoting</b>     |                                   | <b>51913344</b>                                | <b>18897473</b>    | <b>36.40</b>                            | <b>18897473</b>       | <b>0</b>            | <b>0</b>      | <b>100.00</b>                        | <b>-</b>                           |
| Poll at AGM              | Promoter & Promoter group         | 34529263                                       | 15715095           | 45.51                                   | 15715095              | 0                   | 0             | 100.00                               | -                                  |
| Poll at AGM              | Public Institutional Holders      | 154789   | 0                  | -                                       | 0                     | 0                   | 0             | -                                    | -                                  |
| Poll at AGM              | Public-Others                     | 17229292                                       | 2227               | 0.01                                    | 2227                  | 0                   | 24            | 100.00                               | -                                  |
| <b>Poll at AGM Total</b> |                                   | <b>51913344</b>                                | <b>15717322</b>    | <b>30.28</b>                            | <b>15717322</b>       | <b>0</b>            | <b>24</b>     | <b>100.00</b>                        | <b>-</b>                           |
| <b>Total</b>             |                                   | <b>51913344</b>                                | <b>34614795</b>    | <b>66.68</b>                            | <b>34614795</b>       | <b>0</b>            | <b>24</b>     | <b>100.00</b>                        | <b>-</b>                           |



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**B- Details of the Agenda and Voting Results:-**

| <b>Resolution 13: Approval of the mortgage powers of Board of Directors of the Company.</b> |                                   |  |                    |   |                      |                     |               |                                      |                                    |
|---|-----------------------------------|--|--------------------|---|----------------------|---------------------|---------------|--------------------------------------|------------------------------------|
| Type of Voting  | Share holder Type                 | No. of Shares Held as at E-voting cutt of date | No of Votes Polled | % of votes polled on outstanding shares | No of votes in favor | No of votes against | Invalid Votes | % of votes in favour of votes polled | % of votes against on votes polled |
| E-Voting  | Promoter & Promoter group         | 34529263                                       | 18814168           | 54.49                                   | 18814168             | 0                   | 0             | 100.0                                | -                                  |
| E-Voting  | Public Institutional Holders (FI) | 154789   | 83275              | 53.80                                   | 83275                | 0                   | 0             | 100.0                                | -                                  |
| E-Voting  | Public-Others                     | 17229292                                       | 30                 | 0.00                                    | 30                   | 0                   | 0             | 100.0                                | -                                  |
| <b>Total Evoting</b>  |                                   | <b>51913344</b>                                | <b>18897473</b>    | <b>36.40</b>                            | <b>18897473</b>      | <b>0</b>            | <b>0</b>      | <b>100.0</b>                         | <b>-</b>                           |
| Poll at AGM   | Promoter & Promoter group         | 34529263                                       | 15715095           | 45.51                                   | 15715095             | 0                   | 0             | 100.0                                | -                                  |
| Poll at AGM   | Public Institutional Holders      | 154789   | 0                  | -                                       | 0                    | 0                   | 0             | -                                    | -                                  |
| Poll at AGM   | Public-Others                     | 17229292                                       | 2227               | 0.01                                    | 2219                 | 8                   | 24            | 99.6                                 | 0.4                                |
| <b>Poll at AGM Total</b>  |                                   | <b>51913344</b>                                | <b>15717322</b>    | <b>30.28</b>                            | <b>15717314</b>      | <b>8</b>            | <b>24</b>     | <b>99.9999</b>                       | <b>0.0001</b>                      |
| <b>Total for Resolution</b>   |                                   | <b>51913344</b>                                | <b>34614795</b>    | <b>66.68</b>                            | <b>34614787</b>      | <b>8</b>            | <b>24</b>     | <b>99.99998</b>                      | <b>0.00002</b>                     |

**Resolution 14: Appointment of Smt Amudha Rajendran (DIN 00716133), as the woman director of the company, pursuant to provisions of Section 149,150,152 and any other applicable and related provisions of the Companies Act 2013.**

| Type of Voting           | Share holder Type                 | No. of Shares Held as at E-voting cutt of date | No of Votes Polled | % of votes polled on outstanding shares | No of votes in favor | No of votes against | Invalid Votes | % of votes in favour of votes polled | % of votes against on votes polled |
|--------------------------|-----------------------------------|--|--------------------|---|----------------------|---------------------|---------------|--------------------------------------|------------------------------------|
| E-Voting                 | Promoter & Promoter group         | 34529263                                       | 18814168           | 54.49                                   | 18814168             | 0                   | 0             | 100.00                               | -                                  |
| E-Voting                 | Public Institutional Holders (FI) | 154789   | 83275              | 53.80                                   | 83275                | 0                   | 0             | -                                    | 100.00                             |
| E-Voting                 | Public-Others                     | 17229292                                       | 30                 | 0.00                                    | 30                   | 0                   | 0             | 100.00                               | -                                  |
| <b>Total Evoting</b>     |                                   | <b>51913344</b>                                | <b>18897473</b>    | <b>36.40</b>                            | <b>18814198</b>      | <b>83275</b>        | <b>0</b>      | <b>99.56</b>                         | <b>0.44</b>                        |
| Poll at AGM              | Promoter & Promoter group         | 34529263                                       | 15715095           | 45.51                                   | 15715095             | 0                   | 0             | 100.00                               | -                                  |
| Poll at AGM              | Public Institutional Holders      | 154789   | 0                  | -                                       | 0                    | 0                   | 0             | -                                    | -                                  |
| Poll at AGM              | Public-Others                     | 17229292                                       | 2227               | 0.01                                    | 2219                 | 8                   | 24            | 99.64                                | 0.36                               |
| <b>Poll at AGM Total</b> |                                   | <b>51913344</b>                                | <b>15717322</b>    | <b>30.28</b>                            | <b>15717314</b>      | <b>8</b>            | <b>24</b>     | <b>99.9999</b>                       | <b>0.0001</b>                      |
| <b>Total</b>             |                                   | <b>51913344</b>                                | <b>34614795</b>    | <b>66.68</b>                            | <b>34531512</b>      | <b>83283</b>        | <b>24</b>     | <b>99.76</b>                         | <b>0.24</b>                        |



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**B- Details of the Agenda and Voting Results:-**

| Resolution 15: Appointment of M/s V.Nagarajan & Co., Company Secretaries, as Secretarial Auditors of the Company and the Authorisation to the Board of Directors of the company to fix their remuneration from time to time in consultation with Audit Committee. |                                   |  |                    |   |                      |                     |               |                                      |                                    |
|---|-----------------------------------|--|--------------------|---|----------------------|---------------------|---------------|--------------------------------------|------------------------------------|
| Type of Voting  | Share holder Type                 | No. of Shares Held as at E-voting cutt of date | No of Votes Polled | % of votes polled on outstanding shares | No of votes in favor | No of votes against | Invalid Votes | % of votes in favour of votes polled | % of votes against on votes polled |
| E-Voting  | Promoter & Promoter group         | 34529263                                       | 18814168           | 54.49                                   | 18814168             | 0                   | 0             | 100.0                                | -                                  |
| E-Voting  | Public Institutional Holders (FI) | 154789   | 83275              | 53.80                                   | 83275                |                     | 0             | 100.0                                | -                                  |
| E-Voting  | Public-Others                     | 17229292                                       | 30                 | 0.00                                    | 30                   | 0                   | 0             | 100.0                                | -                                  |
| <b>Total Evoting</b>  |                                   | <b>51913344</b>                                | <b>18897473</b>    | <b>36.40</b>                            | <b>18897473</b>      | <b>0</b>            | <b>0</b>      | <b>100.0</b>                         | <b>-</b>                           |
| Poll at AGM   | Promoter & Promoter group         | 34529263                                       | 15715095           | 45.51                                   | 15715095             | 0                   | 0             | 100.0                                |                                    |
| Poll at AGM   | Public Institutional Holders      | 154789   | 0                  | -                                       | 0                    | 0                   | 0             | -                                    | -                                  |
| Poll at AGM   | Public-Others                     | 17229292                                       | 2227               | 0.01                                    | 2219                 | 8                   | 24            | 99.64                                | 0.36                               |
| <b>Poll at AGM Total</b>  |                                   | <b>51913344</b>                                | <b>15717322</b>    | <b>30.28</b>                            | <b>15717314</b>      | <b>8</b>            | <b>24</b>     | <b>99.9999</b>                       | <b>0.0001</b>                      |
| <b>Total</b>  |                                   | <b>51913344</b>                                | <b>34614795</b>    | <b>66.68</b>                            | <b>34614787</b>      | <b>8</b>            | <b>24</b>     | <b>100.0000</b>                      | <b>0.0000</b>                      |

For RAJ TELEVISION NETWORK LIMITED



COMPANY SECRETARY  
CS JOSEPH CHERIYAN, ACS  
MEMBERSHIP No: 26524



RAJ TELEVISION NETWORK LIMITED  
CIN: L92490TN1994PLC027709

Regd. Office:

32, Poes Road, 2<sup>nd</sup> Street,  
Teynampet, Chennai - 600 018.  
Phone: 044 24334149, 24334150,  
24334151, 24351898, 24352926:

Fax: 91-44-24341260

Email: administrator@rajtvnet.in

Website: www.rajtvnet.in, www.rajtv.tv

PROCEEDINGS OF THE TWENTIETH ANNUAL GENERAL MEETING OF  
THE SHAREHOLDERS OF M/s RAJ TELEVISION NETWORK LIMITED ,  
HELD ON FRIDAY , THE 19<sup>TH</sup> SEPTEMBER , 2014 AT 10.00 AM , AT  
BHARATIYA VIDYA BHAVAN, 18-22, EAST MADA STREET, MYLAPORE,  
CHENNAI-600 004.

No. of Members present in person : 1017

No. of Members Present by Proxy : 06

Directors Present:

|                         |  |
|-------------------------|--|
| Shri M Raajhendhran     | : Managing Director                                |
| Shri M Rajarathinam     | : Director   |
| Shri M Ravindran        | : Director   |
| Shri M Raghunathan      | : Director   |
| Shri D. R. Kaarthikeyan | : Director- Chairman Investors Grievance Committee |
| Shri. A. Arjuna Pai     | : Director - Chairman Audit Committee              |
| Shri. R.Rajagopalan     | : Director-Chairman Remuneration Committee         |
| Shri. Mohan Kameswaran  | : Director   |

In attendance:

|                       |                           |
|-----------------------|---------------------------|
| Shri. Joseph Cheriyan | : Company Secretary       |
| Shri. Jeyaseelan      | : Chief Financial Officer |

On invitation:

|                        |                     |
|------------------------|---------------------|
| Shri. Pratapkaran Paul | : Statutory Auditor |
|------------------------|---------------------|

Chairman

The Chairman and Managing Director , Shri. Raajhendhran M, took the chair.

Chairman called the meeting to order, as the requisite quorum was present.



Chairman then informed the members that the Register of Directors' and Key Managerial Person and their shareholding in terms of Section 170 read with Section 171 of the Companies Act, 2013 (The Act) and the Register of Contracts in terms of Section 189 of the Act 2013 were kept open for inspection during the Annual General Meeting and made accessible during the continuance of the said meeting.

Register of Proxies were placed on the table for inspection of the members, Chairman called the meeting on order and welcomed the shareholders present.

He declared that the proxies received and entered in the Register of Proxies as valid.

Thereafter the chairman introduced the Directors to the shareholders.

#### Notice of the Meeting

With the Consent of all members present, the Notice convening the meeting as already circulated was taken as read. Thereafter the Chairman addressed the meeting.

#### Auditors report

The Company Secretary read out the Auditors report to the members.

#### Chairman's Address

Chairman then delivered his speech to the members, highlighting various aspects such as industrial review, performance of the company for the year ended 31-03-2014 and during the first quarter of the current year, payment of dividend for the financial year 2013-14 and various expansion plans. He also in his speech informed about the new Channel launches and the plans for the current year.

After concluding his speech, he informed about the opportunity given to the shareholders for ensuring their wider participation and voting on all the resolution placed before them in the annual general meeting through "E-voting" as mandated under statutes both the Companies Act, 2013 and the Clause 35B of the Listing Agreement.

Chairman also explained that the company provided the e-voting facility through the "Central Depository Services (India) Limited" (CDSL) and in view of this "Voting by show of hands" has been dispensed with. Chairman informed that as per the requirements under statutes the E-voting period was kept open from 13<sup>th</sup> September 2014 (9.00 AM) to 15<sup>th</sup> September, 2014 (6.00 PM).



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Chairman informed that Mr. V. Nagarajan, Proprietor of M/s V.Nagarajan & Co., Company Secretaries in Practice, Chennai who was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process had submitted his report on the "Results of E-Voting" on all the resolutions placed before the members.

He then invited the members to seek clarifications/queries if any, on the agenda items of Notice of AGM placed before them for approval.

At the outset, the members generally appreciated the good performance of the company for the year ended 31-03-2014 and congratulated the Chairman and the Board of Directors for their excellent contribution to the growth of the company.

They also highlighted various means and measures where in which the company can explore the opportunities for better performance of the company.

Chairman after providing the opportunity to each of such shareholder for seeking any clarification on all the items on the agenda placed before them, explained and responded broadly to each of their queries, clarifications, suggestions, comments.

He then after providing all the clarifications as sought by the shareholders, reiterated that since the company has provided E-Voting facility to the members, to vote between 13<sup>th</sup> September 2014 to 15<sup>th</sup> September 2014 it was obligatory on the part of the company to provide similar voting rights to those members, who were personally present in the meeting hall, in person or through proxies, to vote in proportion to the shares held by them.

He therefore announced that the Poll would be arranged through the issue of "Ballot form" for voting on all the resolutions contained in ordinary and special business of the AGM. He then informed that the "Ballot Forms" are distributed to the shareholders present and requested the Scrutinizer to help the shareholders for casting their votes through the ballot form and conduct the Poll process. Then the shareholders and proxies, after getting the "ballot form" exercised their voting as per the procedures explained to them by the Scrutinizer.

After ensuring that all the shareholders and proxies who were present in the meeting hall and participated in the Poll, had cast their votes, the Scrutinizer closed the Poll at around 11.45 Pm. Then the Scrutinizer took the custody of the Polling boxes for counting the votes and submitting the results to the Chairman.

Chairman then announced that the results, declared both on the E-voting and through ballot form along with the Scrutinizer's report will be placed on the company's website and on the website of the CDSL within 2 days from the conclusion of the annual general meeting and would be



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communicated to the stock exchanges where the company's shares are listed.

Chairman thanked the shareholders for their active support to the company declared that the formal closure of the 20<sup>th</sup> Annual General Meeting of the company.

On the same day, after counting & verification of validity of votes polled through ballot forms, Chairman noted the consolidated report on the results of both E-voting and poll submitted by the Scrutinizer on all the resolutions placed before the shareholders.

The results were then announced through the website of the company, CDSL as well as the Stock Exchanges as detailed below:

#### Ordinary Business

#### **Item No. 1 - Adoption of Annual accounts for the year ended 31-03-2014**

*RESOLVED THAT the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss and cash flow statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon as presented to the meeting be and are hereby approved and adopted.*

| Category                     | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes in Favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Promoter Group      | 34529263           | 34529263            | 100                                     | 34529263               | Nil                  | 100                                  | Nil                                |
| Public-Institutional holders | 154789             | 83275               | 53.80                                   | 15012                  | 68263                | 18.03                                | 81.97                              |
| Public - Others              | 17229292           | 2257                | 0.01                                    | 2257                   | Nil                  | 100                                  | Nil                                |
| <b>Total →</b>               | <b>51913344</b>    | <b>34614795</b>     | <b>66.68</b>                            | <b>34546532</b>        | <b>68263</b>         | <b>99.80</b>                         | <b>0.20</b>                        |

Result: the ordinary resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.

#### **Item No. 2 - Declaration of Final Dividend and confirmation of Interim dividend**

*RESOLVED THAT to declare final dividend at the rate of Rs 0.25 paise per equity share of Rupees 5 paid-up and confirm the interim dividend of Rs. 0.50 paise per equity share of Rupees 10 paid-up (before bonus allotment and split of the face value), already paid for the year ended 31st March, 2014.*



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| Category                     | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes in Favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-----------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Promoter Group      | 34529263           | 34529263            | 100                                     | 34529263              | Nil                  | 100                                  | Nil                                |
| Public-Institutional holders | 154789             | 83275               | 53.80                                   | 83275                 | Nil                  | 100                                  | Nil                                |
| Public - Others              | 17229292           | 2257                | 0.01                                    | 2257                  | Nil                  | 100                                  | Nil                                |
| Total →                      | 51913344           | 34614795            | 66.68                                   | 34614795              | Nil                  | 100                                  | Nil                                |

Result: The ordinary resolution was passed as the requisite majority of votes were cast/polled in favour of the resolution.

**Item No. 3- Appointment of Shri A. Arjuna Pai (holding DIN 01830471) as an Independent Director**

*RESOLVED THAT to re-appoint Shri A. Arjuna Pai (holding DIN 01830471), who retires by rotation and being eligible offers himself for re-appointment, as an independent director liable to retire by rotation.*

| Category                     | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes in Favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-----------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Promoter Group      | 34529263           | 34529263            | 100                                     | 34529263              | Nil                  | 100                                  | Nil                                |
| Public-Institutional holders | 154789             | 83275               | 53.80                                   | 15012                 | 68263                | 18.03                                | 81.97                              |
| Public - Others              | 17229292           | 2257                | 0.01                                    | 2257                  | Nil                  | 100                                  | Nil                                |
| Total →                      | 51913344           | 34614795            | 66.68                                   | 34546532              | 68263                | 99.80                                | 0.20                               |

Result: The ordinary resolution was passed as the requisite majority of votes were cast/polled in favour of the resolution.

**Item No. 4- Appointment of Shri D R Karthikeyan (holding DIN 00327907) as an Independent Director**

*RESOLVED THAT to re-appoint Shri D R Karthikeyan (holding DIN 00327907), who retires by rotation and being eligible offers himself for re-appointment, as an independent director liable to retire by rotation.*



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| Category                     | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes in Favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-----------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Promoter Group      | 34529263           | 34529263            | 100                                     | 34529263              | Nil                  | 100                                  | Nil                                |
| Public-Institutional holders | 154789             | 83275               | 53.80                                   | 83275                 | Nil                  | 100                                  | Nil                                |
| Public - Others              | 17229292           | 2257                | 0.01                                    | 2253                  | 4                    | 99.99                                | 0.01                               |
| Total →                      | 51913344           | 34614795            | 66.68                                   | 34614791              | 4                    | 99.99                                | 0.01                               |

Result: The ordinary resolution was passed as the requisite majority of votes were cast/polled in favour of the resolution.

**Item No. 5- Appointment of Shri R. Rajagopalan (holding DIN 00717140) as an Independent Director**

*RESOLVED THAT to re-appoint Shri R. Rajagopalan (holding DIN 00717140), who retires by rotation and being eligible offers himself for re-appointment, as an-independent director liable to retire by rotation.*

| Category                     | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes in Favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-----------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Promoter Group      | 34529263           | 34529263            | 100                                     | 34529263              | Nil                  | 100                                  | Nil                                |
| Public-Institutional holders | 154789             | 83275               | 53.80                                   | Nil                   | 83275                | Nil                                  | 100                                |
| Public - Others              | 17229292           | 2257                | 0.01                                    | 2253                  | 4                    | 99.99                                | 0.01                               |
| Total →                      | 51913344           | 34614795            | 66.68                                   | 34531516              | 83279                | 99.76                                | 0.24                               |

Result: The ordinary resolution was passed as the requisite majority of votes were cast/polled in favor of the resolution.

**Item No. 6- Appointment of Shri Mohan Kaameswaran (holding DIN 00562832) as an Independent Director**

*RESOLVED THAT to re-appoint Shri Mohan Kaameswaran (holding DIN 00562832), who retires by rotation and being eligible offers himself for re-appointment, as an independent director liable to retire by rotation.*



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| Category                     | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes in Favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-----------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Promoter Group      | 34529263           | 34529263            | 100                                     | 34529263              | Nil                  | 100                                  | Nil                                |
| Public-Institutional holders | 154789             | 83275               | 53.80                                   | Nil                   | 83275                | Nil                                  | 100                                |
| Public - Others              | 17229292           | 2257                | 0.01                                    | 2257                  | Nil                  | 100                                  | Nil                                |
| <b>Total →</b>               | <b>51913344</b>    | <b>34614795</b>     | <b>66.68</b>                            | <b>34531520</b>       | <b>83275</b>         | <b>99.76</b>                         | <b>0.24</b>                        |

Result: The ordinary resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.

**Item No. 7- Appointment of M/s Pratapkaran Paul & Co., as Statutory auditors of the company**

*RESOLVED THAT M/s Pratapkaran Paul & Co., Chartered Accountants, Chennai having their Firm Registration No: 002777S be and are hereby appointed as the Statutory auditors of the company to hold office from the conclusion of this annual general meeting to until the conclusion of the next annual general meeting of the company on such remuneration as may be decided by the board of directors of the company.*

| Category                     | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes in Favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-----------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Promoter Group      | 34529263           | 34529263            | 100                                     | 34529263              | Nil                  | 100                                  | Nil                                |
| Public-Institutional holders | 154789             | 83275               | 53.80                                   | Nil                   | 83275                | Nil                                  | 100                                |
| Public - Others              | 17229292           | 2257                | 0.01                                    | 2253                  | 4                    | 99.99                                | 0.01                               |
| <b>Total →</b>               | <b>51913344</b>    | <b>34614795</b>     | <b>66.68</b>                            | <b>34531516</b>       | <b>83279</b>         | <b>99.76</b>                         | <b>0.24</b>                        |

Result: The ordinary resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.

**Special Business**

**Item No. 8- Confirmation of the variation of the terms and conditions of remuneration being paid/payable to Shri M. Raajhendran, Managing**



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**Director (holding DIN 00821144) of the company as enumerated in the notice for the period from 01-04-2014 to 31-03-2016.**

"Resolved that pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded for varying the terms and conditions of remuneration being paid/payable to Shri M. Raajhendran, Managing Director (holding DIN 00821144), of the company as enumerated here in below for the period from 01-04-2014 to 31-03-2016:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01<sup>st</sup> day of April, 2014, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company.

Resolved further that the aggregate of the remuneration payable to whole time director / MD as detailed in above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013.

Resolved further that the above said remuneration and perquisites shall be fixed for a period of two years, considering his tenure of original appointment, as permitted by Schedule V of the Companies Act, 2013 and shall be revised by the Board of Directors within the limits as mentioned in Part II of Schedule V of the Companies Act, 2013.

Resolved further that notwithstanding anything contained herein above, where, in any financial year during the tenure of his reappointment, the Company has no profits or its profits are inadequate, the remuneration payable to Managing Director shall be governed by and be subject to the ceilings provided under Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

| Category                     | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes in Favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-----------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Promoter Group      | 34529263           | 34529263            | 100                                     | 34529263              | Nil                  | 100                                  | Nil                                |
| Public-Institutional holders | 154789             | 83275               | 53.80                                   | 83275                 | Nil                  | 100                                  | Nil                                |
| Public - Others              | 17229292           | 2257                | 0.01                                    | 2257                  | Nil                  | 100                                  | Nil                                |
| Total =>                     | 51913344           | 34614795            | 66.68                                   | 34614795              | Nil                  | 100                                  | Nil                                |

Result: The Special resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.

**Item No. 9 - Confirmation of the variation of the terms and conditions of remuneration being paid/payable to Shri M. Rajarathinam, Whole-**



**time Director , (holding DIN 00839174) of the company as enumerated in the notice for the period from 01-04-2014 to 31-03-2016.**

"Resolved that pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded for varying the terms and conditions of remuneration being paid/payable to Shri M. Rajarathinam , Whole-time Director , (holding DIN 00839174) of the company as enumerated here in below for the period from 01-04-2014 to 31-03-2016:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01<sup>st</sup> day of April, 2014, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company.

Resolved further that the aggregate of the remuneration payable to whole time director as detailed above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013 .

Resolved further that the above said remuneration and perquisites shall be fixed for a period of two years, considering his tenure of original appointment, as permitted by Schedule V of the Companies Act, 2013 and shall be revised by the Board of Directors within the limits as mentioned in Part II of Schedule V of the Companies Act, 2013.

Resolved further that notwithstanding anything contained herein above, where, in any financial year during the tenure of his reappointment, the Company has no profits or its profits are inadequate, the remuneration payable to Whole time director shall be governed by and be subject to the ceilings provided under Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

| Category                     | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes in Favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-----------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Promoter Group      | 34529263           | 34529263            | 100                                     | 34529263              | Nil                  | 100                                  | Nil                                |
| Public-Institutional holders | 154789             | 83275               | 53.80                                   | 83275                 | Nil                  | 100                                  | Nil                                |
| Public - Others              | 17229292           | 2257                | 0.01                                    | 2247                  | 10                   | 99.99                                | 0.01                               |
| Total =>                     | 51913344           | 34614795            | 66.68                                   | 34614785              | 10                   | 99.99                                | 0.01                               |

Result: The Special resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.

**Item No. 10 - Confirmation of the variation of the terms and conditions of remuneration being paid/payable to Shri M. Ravindran-**



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**Whole-time Director, (holding DIN 00662830) of the company as enumerated in the notice for the period from 01-04-2014 to 31-03-2016**

"Resolved that pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the companies Act, 2013, the consent of the members of the company be and is hereby accorded for varying the terms and conditions of remuneration being paid/payable to Shri M. Ravindran-Whole-time Director, (holding DIN 00662830) of the company as enumerated here in below for the period from 01-04-2014 to 31-03-2016:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01<sup>st</sup> day of April, 2014, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company.

Resolved further that the aggregate of the remuneration payable to whole time director / MD as detailed in -Sl Nos. (1) above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013 .

Resolved further that the above said remuneration and perquisites shall be fixed for a period of two years as permitted by Schedule V of the Companies Act, 2013 and shall be revised by the Board of Directors within the limits as mentioned in Part II of Schedule V of the Companies Act, 2013.

Resolved further that notwithstanding anything contained herein above, where, in any financial year during the tenure of his reappointment, the Company has no profits or its profits are inadequate, the remuneration payable to Whole time director shall be governed by and be subject to the ceilings provided under Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

| Category                     | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes in Favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-----------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Promoter Group      | 34529263           | 34529263            | 100                                     | 34529263              | Nil                  | 100                                  | Nil                                |
| Public-Institutional holders | 154789             | 83275               | 53.80                                   | 83275                 | Nil                  | 100                                  | Nil                                |
| Public - Others              | 17229292           | 2257                | 0.01                                    | 2257                  | Nil                  | 100                                  | Nil                                |
| Total =>                     | 51913344           | 34614795            | 66.68                                   | 34614795              | Nil                  | 100                                  | Nil                                |

Result: The Special resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.



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**Item No. 11 - Confirmation of the variation of the terms and conditions of remuneration being paid/payable to Shri M. Rangunathan-Whole-time Director , (holding DIN 00662769)of the company as enumerated in the notice for the period from 01-04-2014 to 31-03-2016**

\*Resolved that pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded for varying the terms and conditions of remuneration being paid/payable to Shri M. Rangunathan-Whole-time Director , (holding DIN 00662769) of the company as enumerated here in below for the period from 01-04-2014 to 31-03-2016:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01<sup>st</sup> day of April, 2014, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company.

Resolved further that the aggregate of the remuneration payable to whole time director as detailed above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013.

Resolved further that the above said remuneration and perquisites shall be fixed for a period of two years, considering his tenure of original appointment, as permitted by Schedule V of the Companies Act, 2013 and shall be revised by the Board of Directors within the limits as mentioned in Part II of Schedule V of the Companies Act, 2013.

Resolved further that notwithstanding anything contained herein above, where, in any financial year during the tenure of his reappointment, the Company has no profits or its profits are inadequate, the remuneration payable to Whole time director shall be governed by and be subject to the ceilings provided under Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

| Category                     | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes in Favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-----------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Promoter Group      | 34529263           | 34529263            | 100                                     | 34529263              | Nil                  | 100                                  | Nil                                |
| Public-Institutional holders | 154789             | 83275               | 53.80                                   | 83275                 | Nil                  | 100                                  | Nil                                |
| Public - Others              | 17229292           | 2257                | 0.01                                    | 2257                  | Nil                  | 100                                  | Nil                                |
| <b>Total →</b>               | <b>51913344</b>    | <b>34614795</b>     | <b>66.68</b>                            | <b>34614795</b>       | <b>Nil</b>           | <b>100</b>                           | <b>Nil</b>                         |

Result: The Special resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.



**Item No. 12 - Approval of the Borrowing powers of Board of Directors of the Company.**

"RESOLVED that in supersession of the Ordinary Resolution adopted at the Extra Ordinary General Meeting held on Thursday, July 27, 2006 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs.200 Crores (Rupees Two Hundred crores only) [including the money already borrowed by the Company] in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties including stock in trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining undischarged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose".

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money but not exceeding Rs.200 Crores (Rupees Two Hundred Crores only) in Indian Rupees or equivalent thereof in any foreign currency(ies) in aggregate (including the monies already borrowed by the Company) and on such terms and conditions as the Board may deem fit, by way of loans or in any other form whatsoever from, or issue of Bonds and/or Debentures or other Securities whether Convertible into Equity/Preference Shares and/or Securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe to Equity/Preference Shares (hereinafter referred to as "Securities"), to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not."

| Category                     | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes in Favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-----------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Promoter Group      | 34529263           | 34529263            | 100                                     | 34529263              | Nil                  | 100                                  | Nil                                |
| Public-Institutional holders | 154789             | 83275               | 53.80                                   | 83275                 | Nil                  | 100                                  | Nil                                |
| Public - Others              | 17229292           | 2257                | 0.01                                    | 2257                  | Nil                  | 100                                  | Nil                                |
| Total →                      | 51913344           | 34614795            | 66.68                                   | 34614795              | Nil                  | 100                                  | Nil                                |



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Result: The Special resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.

**Item No. 13 - Approval of the mortgage powers of Board of Directors of the Company.**

"RESOLVED that in supersession of the Ordinary Resolution adopted at the Extra Ordinary General Meeting held on Thursday, July 27, 2006 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded to Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to mortgage and/or charge any of its movable and / or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a mortgage/and or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs.200 Crores (Rupees Two Hundred Crores only) at any point of time".

"RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the company as may be agreed to between the concerned parties".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to finalise, and agree to the terms as stipulated by the said financial institutions, bankers and other lenders and create mortgage and/or charge and to do all such other acts, deeds and things as may be necessary for giving effect to the above resolution."



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| Category                     | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes in Favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-----------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Promoter Group      | 34529263           | 34529263            | 100                                     | 34529263              | Nil                  | 100                                  | Nil                                |
| Public-Institutional holders | 154789             | 83275               | 53.80                                   | 83275                 | Nil                  | 100                                  | Nil                                |
| Public - Others              | 17229292           | 2257                | 0.01                                    | 2249                  | 8                    | 99.99                                | 0.01                               |
| Total =>                     | 51913344           | 34614795            | 66.68                                   | 34614787              | 8                    | 99.99                                | 0.01                               |

Result: The Special resolution was passed as the requisite majority of votes were cast/polled in favour of the resolution.

**Item No. 14 - Appointment of Smt Amudha Rajendran (DIN 00716133), as the woman director of the company, pursuant to provisions of Section 149,150,152 and any other applicable and related provisions of the Companies Act 2013.**

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or reenactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement Smt Amudha Rajendran (DIN 00716133) in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the director, be and is hereby appointed as a Director of the company, liable to retire by rotation.

| Category                     | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes in Favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-----------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Promoter Group      | 34529263           | 34529263            | 100                                     | 34529263              | Nil                  | 100                                  | Nil                                |
| Public-Institutional holders | 154789             | 83275               | 53.80                                   | Nil                   | 83275                | Nil                                  | 100                                |
| Public - Others              | 17229292           | 2257                | 0.01                                    | 2249                  | 8                    | 99.99                                | 0.01                               |
| Total →                      | 51913344           | 34614795            | 66.68                                   | 34531512              | 83283                | 99.76                                | 0.24                               |

Result: The Ordinary resolution was passed as the requisite majority of votes were cast/polled in favour of the resolution.



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**Item No. 15 - Appointment of M/s V.Nagarajan & Co. , Company Secretaries, as Secretarial Auditors of the Company and the Authorisation to the Board of Directors of the company to fix their remuneration from time to time in consultation with Audit Committee.**

RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act 2013 Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013, Consent of the members of the company is be and is hereby given for appointment of M/s V. Nagarajan & Co., Company Secretaries, Chennai as Secretarial Auditors of the Company and the Board of Directors of the Company be and is hereby authorized to fix their remuneration from time to time in consultation with Audit Committee".

\*RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution.

| Category                     | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes in Favor | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-----------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Promoter Group      | 34529263           | 34529263            | 100                                     | 34529263              | Nil                  | 100                                  | Nil                                |
| Public-Institutional holders | 154789             | 83275               | 53.80                                   | 83275                 | Nil                  | 100                                  | Nil                                |
| Public - Others              | 17229292           | 2257                | 0.01                                    | 2249                  | 8                    | 99.99                                | 0.01                               |
| <b>Total →</b>               | <b>51913344</b>    | <b>34614795</b>     | <b>66.68</b>                            | <b>34614787</b>       | <b>8</b>             | <b>99.99</b>                         | <b>0.01</b>                        |

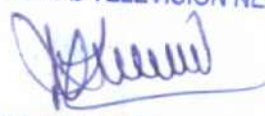
Result: The Ordinary resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.

All the resolutions as contained in the Item Nos.1 to 15 of the 20<sup>th</sup> Annual General Meeting stood deemed to be passed on 19<sup>th</sup> September 2014 being the date of relevant annual general meeting of the members.

Chairman

Chennai  
19-09-2014

For RAJ TELEVISION NETWORK LIMITED

  
COMPANY SECRETARY  
CS JOSEPH CHERIYAN, ACS  
MEMBERSHIP No: 26524



15



September 19, 2014

**Report of Scrutinizer (Poll)**  
**{Pursuant to Rule Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies**  
**(Management and Administration) Rules, 2014}**

To

The Chairman,  
20<sup>th</sup> Annual General Meeting of the shareholders of  
Raj Television Network Limited held on 19<sup>th</sup> day of September, 2014 at t Bharatiya Vidya Bhavan, 18-22,  
East Mada Street, Mylapore, Chennai-600 004, at 10.00 A.M.,

Dear Sir,

Sub: Scrutinizer's report for the Poll demanded by the Chairman on the 20<sup>th</sup> Annual General Meeting of  
the Company

I, V. Nagarajan, Practising Company Secretary have been appointed by the Board of Directors of **M/s Raj Television Network Limited**, (The Company) as a Scrutinizer for the purpose of Poll taken on the below mentioned resolution(s), at the 20<sup>th</sup> Annual General Meeting of the equity shareholders of the company held on the 19<sup>th</sup> day of September, 2014 at Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004, at 10.00 A.M.

My responsibility as a Scrutinizer for the Poll process is restricted to make Scrutinizer report of the company vote cast "in favour" or "against" and/or "invalid" the resolutions stated above, based on the ballot papers handed over to us by the company.

Further to the above, I submit my report as under:

- i) After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling were locked in my presence with due identification marks placed by me.
- ii) The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agent M/s Cameo Corporate Services Limited, and the authorization/proxies lodged with the company.
- iii) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- iv) The results of the poll are as under:

**For V. NAGARAJAN & CO.,**  
Company Secretaries -in- Practice

  
**V. NAGARAJAN**  
PROPRIETOR

**Item No.1**

a) Ordinary Resolution

To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014 including audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

i) Voted **in Favour** of the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 26                      | 15717322                     | 100                                   |

ii) Voted **against** the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| NIL                     | NIL                          | NIL                                   |

iii) Invalid Votes

| Number of members whose votes were declared invalid | Total Number of Votes cast by them |
|---|------------------------------------|
| 01  | 24                                 |

For V. NAGARAJAN & CO.,  
Company Secretaries-in-Practice  
  
V. NAGARAJAN  
PROPRIETOR  
FCS 5626, CP 3288

**Item No.2**

b) Ordinary Resolution

To declare final dividend at the rate of Rs 0.25 paise per equity share of Rupees 5 paid-up and confirm the interim dividend of Rs. 0.50 paise per equity share of Rupees 10 paid-up (before bonus allotment and split of the face value), already paid for the year ended 31st March, 2014.

i) Voted **in Favour** of the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 26                      | 15717322                     | 100                                   |

ii) Voted **against** the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| NIL                     | NIL                          | NIL                                   |

iii) Invalid Votes

| Number of members whose votes were declared invalid | Total Number of Votes cast by them |
|---|------------------------------------|
| 01  | 24                                 |

**For V. NAGARAJAN & CO.,**  
Company Secretaries in- Practice

  
**V. NAGARAJAN**  
PROPRIETOR  
FCS 5626. CP 3289

**Item No.3**

c) Ordinary Resolution

To appoint a Director in place of **Shri. A Arjuna Pai** (holding DIN 01830471) , who retires by rotation and being eligible, offers himself for re-appointment.

i). Voted in Favour of the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 26                      | 15717322                     | 100                                   |

ii) Voted against the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| NIL                     | NIL                          | NIL                                   |

iii) Invalid Votes

| Number of members whose votes were declared invalid | Total Number of Votes cast by them |
|---|------------------------------------|
| 01  | 24                                 |

For **V. NAGARAJAN & CO.,**  
Company Secretaries -in- Practice

  
**V. NAGARAJAN**  
PROPRIETOR  
FCS 5526. CP 3288

**Item No.4**

Ordinary Resolution

To appoint a Director in place of **Shri. D R Kaarthikeyan**, (holding DIN 00327907) who retires by rotation and being eligible offers himself for re-appointment.

i) Voted **in Favour** of the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 25                      | 15717318                     | 99.99                                 |

ii) Voted **against** the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 01                      | 04                           | 0.01                                  |

iii) Invalid Votes

| Number of members whose votes were declared invalid | Total Number of Votes cast by them |
|---|------------------------------------|
| 01  | 24                                 |

**For V. NAGARAJAN & CO.,**  
Company Secretaries -In- Practice

  
**V. NAGARAJAN**  
PROPRIETOR  
FCS 5026, CP 3288



**Item No.5**

Ordinary Resolution

To appoint a Director in place of **Shri. R Rajagopalan**, (holding DIN 00717140) who retires by rotation and being eligible, offers himself for re-appointment.

i) Voted in **Favour** of the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 25                      | 15717318                     | 99.99                                 |


ii) Voted **against** the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 01                      | 04                           | 0.01                                  |

iii) Invalid Votes

| Number of members whose votes were declared invalid | Total Number of Votes cast by them |
|---|------------------------------------|
| 01  | 24                                 |

**For V. NAGARAJAN & CO.,**  
Company Secretaries -in- Practice

  
**V. NAGARAJAN**  
PROPRIETOR  
FCS 5626. C/3288

**Item No.6**

Ordinary Resolution

To appoint a Director in place of **Shri. Mohan Kaameswaran**, (holding DIN 00562832) who retires by rotation and being eligible offers himself for re-appointment.

i) Voted **in Favour** of the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 26                      | 15717322                     | 100                                   |

ii) Voted **against** the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| NIL                     | NIL                          | NIL                                   |

iii) Invalid Votes

| Number of members whose votes were declared invalid | Total Number of Votes cast by them |
|---|------------------------------------|
| 01  | 24                                 |

**For V. NAGARAJAN & CO.,**  
Company Secretaries -In- Practice

*V. Nagarajan*  
V. NAGARAJAN  
PROPRY/TCB  
FCS 5620 CP 5288

**Item No.7**

Ordinary Resolution

"RESOLVED THAT M/s. **Pratapkar Paul & Co.**, Chartered Accountants, Chennai – 600.020, the retiring auditors be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be decided by the Board of Directors".

i) Voted in **Favour** of the Resolution

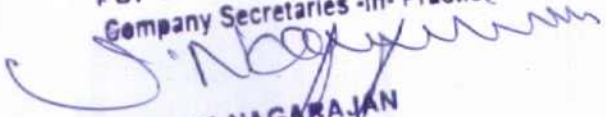
| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 25                      | 15717318                     | 99.99                                 |

ii) Voted **against** the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 01                      | 04                           | 0.01                                  |

iii) Invalid Votes

| Number of members whose votes were declared invalid | Total Number of Votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

**For V. NAGARAJAN & CO.,**  
Company Secretaries -in- Practice  
  
**V. NAGARAJAN**  
PROPRIETOR  
FCS-5626, CP 3248

**Item No.8**

Special Resolution

Confirmation of the variation of the terms and conditions of remuneration being paid/payable to Shri M. Raajhendran, Managing Director (holding DIN 00821144) of the company as enumerated in the notice for the period from 01-04-2014 to 31-03-2016:

i) Voted in **Favour** of the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 26                      | 15717322                     | 100                                   |

ii) Voted **against** the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| NIL                     | NIL                          | NIL                                   |

iii) Invalid Votes

| Number of members whose votes were declared invalid | Total Number of Votes cast by them |
|---|------------------------------------|
| 01  | 24                                 |

For V. NAGARAJAN & CO.,  
Company Secretaries -in- Practice

  
V. NAGARAJAN  
PROPRIETOR  
FCS 5625. CP 2288

**Item No.9**

Special Resolution

Confirmation of the variation of the terms and conditions of remuneration being paid/payable to Shri M. Rajarathinam, Whole-time Director, (holding DIN 00839174) of the company as enumerated in the notice for the period from 01-04-2014 to 31-03-2016.

i) Voted **in Favour** of the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 26                      | 15717322                     | 100                                   |

ii) Voted **against** the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| NIL                     | NIL                          | NIL                                   |

iii) Invalid Votes

| Number of members whose votes were declared invalid | Total Number of Votes cast by them |
|---|------------------------------------|
| 01  | 24                                 |

**For V. NAGARAJAN & CO.,**  
Company Secretaries -in- Practice  
  
V. NAGARAJAN  
PROPRIETOR  
FCS 5626. CP 3288

**Item No.10**

Special Resolution

Confirmation of the variation of the terms and conditions of remuneration being paid/payable to Shri M. Ravindran- Whole-time Director, (holding DIN 00662830) of the company as enumerated in the notice for the period from 01-04-2014 to 31-03-2016

i) Voted **in Favour** of the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 26                      | 15717322                     | 100                                   |

ii) Voted **against** the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| NIL                     | NIL                          | NIL                                   |

iii) Invalid Votes

| Number of members whose votes were declared invalid | Total Number of Votes cast by them |
|---|------------------------------------|
| 01  | 24                                 |

For V. NAGARAJAN & CO.,  
Company Secretaries -In- Practice

  
V. NAGARAJAN  
PROPRIETOR  
FCS 5516. CP 3288

**Item No.11**

Special Resolution

Confirmation of the variation of the terms and conditions of remuneration being paid/payable to to Shri M. Raguathan- Whole-time Director , (holding DIN 00662769)of the company as enumerated in the notice for the period from 01-04-2014 to 31-03-2016

i) Voted in **Favour** of the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 26                      | 15717322                     | 100                                   |

ii) Voted **against** the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| NIL                     | NIL                          | NIL                                   |

iii) Invalid Votes

| Number of members whose votes were declared invalid | Total Number of Votes cast by them |
|---|------------------------------------|
| 01  | 24                                 |

For V. NAGARAJAN & CO.,  
Company Secretaries -in- Practice

  
V. NAGARAJAN  
PROPRIETOR  
FCS 5626. CP 3288

**Item No.12**

Special Resolution

Approval of the Borrowing powers of the Board of Directors of the Company

i) Voted in **Favour** of the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 26                      | 15717322                     | 100                                   |

ii) Voted **against** the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| NIL                     | NIL                          | NIL                                   |

iii) Invalid Votes

| Number of members whose votes were declared invalid | Total Number of Votes cast by them |
|---|------------------------------------|
| 01  | 24                                 |

For V. NAGARAJAN & CO.,  
Company Secretaries -in- Practice

  
V. NAGARAJAN  
PROPRIETOR  
FCS 5628, CP 3288



**Item No.13**

Special Resolution

Approval of the mortgage powers of the Board of Directors of the Company

i) Voted in **Favour** of the Resolution


| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 25                      | 15717314                     | 99.99                                 |

ii) Voted **against** the Resolution.

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 01                      | 08                           | 0.01                                  |

iii) Invalid Votes

| Number of members whose votes were declared invalid | Total Number of Votes cast by them |
|---|------------------------------------|
| 01  | 24                                 |

For V. NAGARAJAN & CO.,  
Company Secretaries -in- Practice  
  
V. NAGARAJAN  
PROPRIETOR  
FCS 5628. CP 3288

**Item No.14**

**Ordinary Resolution**

Appointment of Smt. Amudha Rajendran (DIN-00716133), as the woman director of the Company, pursuant to provisions of Section 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013.

**i) Voted in Favour of the Resolution**


| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 25                      | 15717314                     | 99.99                                 |

**ii) Voted against the Resolution**

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 01                      | 08                           | 0.01                                  |

**iii) Invalid Votes**

| Number of members whose votes were declared invalid | Total Number of Votes cast by them |
|---|------------------------------------|
| 01  | 24                                 |

**For V. NAGARAJAN & CO.,**  
Company Secretaries -in- Practice  
  
**V. NAGARAJAN**  
PROPRIETOR  
FCS 5626, CP 3288

**Item No.15**

Ordinary Resolution

Appointment of M/s V. Nagarajan & Co., Company Secretaries, as Secretarial Auditors of the Company and the Authorisation of Board of Directors of the Company to fix their remuneration from time to time in consultation with Audit Committee.

i) Voted in Favour of the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 25                      | 15717314                     | 99.99                                 |

ii) Voted against the Resolution

| Number of members voted | Number of Votes cast by them | % of total number of Valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 01                      | 08                           | 0.01                                  |

iii) Invalid Votes

| Number of members whose votes were declared invalid | Total Number of Votes cast by them |
|---|------------------------------------|
| 01  | 24                                 |

5. A Compact Disc (CD) containing the details of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe custody.

Thanking you,

Yours faithfully,

For V.Nagarajan & Co.,  
Company Secretaries In Practice

V.Nagarajan  
Proprietor  
CP 3288

