

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Company will be held on Friday, 30th September, 2016 at Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004, at 10.00 A.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 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.
2. To declare final dividend at the rate of Rs 0.25 paise per equity share of Rupees 5 paid up for the year ended 31st March, 2016.
3. To appoint a Director in place of Shri.M.Ravindran, (Holding DIN: 00662830), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Pratapkaran Paul & Co., Chartered Accountants (ICAI Registration No.0027775) as statutory auditors of the Company and fix their remuneration.

“RESOLVED THAT M/s. Pratapkaran Paul & Co., Chartered Accountants, Chennai – 600 034, 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”.

SPECIAL BUSINESS

5. To consider and if thought fit to pass the following resolution with or without modification as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 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 in terms of the SEBI (Listing Obligations and Other Obligations) Regulations, 2015, Mr.A. Arjuna Pai, (DIN01830471) who is an existing Independent Director of the company, be and is hereby re-appointed to hold office as an Independent Director of the company for a period of Five years i.e., to hold office up to the 27th annual General Meeting of the company.

“The Register of Members and Share Transfer Books of the Equity Shareholders of the Company will remain closed from Friday, 23rd September 2016 to Thursday, 30th September 2016 (both days inclusive). Share Transfers received in order at the Registered Office of the Company or at the office of the Registrar of the Company, by 5.30 p.m. on Friday, 23rd September 2016 will be processed for payment of equity dividend, if declared, to the transferees or their mandates.

Equity Dividend, if approved by Members at the ensuing Annual General Meeting, will be paid on or after 5th October 2016, to all those equity shareholders whose name appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar on or before Friday, 23rd September 2016 and in the list of beneficial owners furnished by National Securities Depository Limited and/or Central Depository Services (India) Limited, in respect of shares held in electronic form, as at the end of the business day on Friday, 23rd September 2016.

NOTES TO NOTICE CALLING THE ANNUAL GENERAL MEETING:

1. As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, enabling the Company to send all communication to the Members through electronic mode. The above initiative will go a long way in conserving paper which is a natural resource as also result in substantial savings on printing and posting of annual reports and other documents of your Company sent to Members. Members are requested to support this Green Initiative by updating their email addresses with their respective Depository Participants, in case of electronic shareholding or registering their email addresses with the Company's Registrar and Share Transfer Agent, in case of physical shareholding. We hope that Members will join this cause and make the world a cleaner, greener and healthier place to live in.
2. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company.

Any Member holding more than 10% of the total Equity Share Capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

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

5. Additional information, pursuant to Regulation 36(3) of SEBI (LODR), 2015 of the Listing Agreement with Stock Exchanges on Directors recommended by the Board for appointment / re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.

6. Members who wish to obtain further information on the Financial Statements for the year ended March 31, 2016, may send their queries at least seven days before the Annual General Meeting to the Chief Compliance Officer & Company Secretary at the registered office of the Company or at Email ID comp_sec@rajtvnet.in.

7. Equity Dividend for the financial year ended declared by the Company which remains unpaid or unclaimed, will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF'). Members, who have not encashed their dividend warrants, issued by the Company, for the financial year ended (Annexed), are requested to lodge their claims with the Company's Registrar and Share Transfer Agent. Members are advised that in terms of provisions of Section 125 of the Companies Act, 2013, any person whose unclaimed dividend is transferred to IEPF, shall be entitled to get refund out of the fund in accordance with rules made under Section 125 of Companies Act, 2013.

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8. Electronic Copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent. The Annual Report may also be accessed on the Company's Corporate Website www.rajtvnet.in.

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

10. E-Voting

In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 & regulation 44 SEBI (LODR), 2015 of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting) from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL) for all the business as detailed in this notice. **The remote e-voting period for all items of business contained in this notice shall commence from the Tuesday 27th day of September 2016 at**

9.00 a.m. and will end on the Thursday 29th day of September 2016 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of 23rd September 2016, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

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

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

12. The voting rights of Members either by way of remote e-voting prior to the meeting or by way Ballot / Poll paper at the meeting shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on the Cut-off date of September 23, 2016.

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

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

15. The Scrutinizer shall, after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the

Company and shall make, not later than three days of the conclusion of the AGM, a consolidated 22nd Annual Report 2015-16 notice Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Vice-Chairman, who shall countersign the same and declare the result of the voting forthwith.

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

17. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Tuesday 27th day of September 2016 at 9.00 a.m. and will end on the Thursday 29th day of September 2016 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical-Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the company Raj Television Network Ltd, on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A

confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Green Initiative in Corporate Governance

Shareholders holding Company's share(s) in electronic form and have registered their email address in the records of the Depositories viz. NSDL / CDSL which has been made available to us by them. Please inform any changes in your e-mail address to your Depository Participant from time to time. If any Shareholder is not interested in receiving Balance Sheet through e-mail they can inform the Company well in advance, so that the Company can provide them hard copy. Also if the Shareholders addresses are changed they are requested to update the same. As a Shareholder of the Company, you will be entitled to be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of a requisition from you, at any time. The Annual Report of the Company would also be made available on the Company's website: www.rajtvnet.in.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013 Item No. 5

In terms the Securities (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 149, 150, 152 and 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 Shri.A. Arjuna Pai, (DIN01830471) who is an existing Independent Director of the company is the director who retires by rotation and being eligible offers himself for reappointment. Further in terms of the above said Regulations, it is being proposed to appoint Mr. A. Arjuna Pai, to hold office as an Independent Director of the company for a period of Five years i.e., to hold office up to the 27th annual General Meeting of the company. Except Mr. A. Arjuna Pai, None of the Director or Key Managerial Personnel are in any way concerned are interested in the resolution.

Regd. Office:
32, Poes Road,
IIInd St, Teynampet,
Chennai-600 018
Date: 29th July, 2016

By Order of the Board of Directors

Joseph Cheriyan
Company Secretary

NOTICE

BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING AS REQUIRED TO BE FURNISHED PURSUANT TO THE LISTING AGREEMENT WITH THE STOCK EXCHANGES IN INDIA**1. INFORMATION ABOUT THE DIRECTORS RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS THEMSELVES FOR RE-APPOINTMENT.**

NAME AND DESIGNATION	M. RAVINDRAN WHOLE TIME DIRECTOR DIN 00662830	A.ARJUNA PAI INDEPENDENT DIRECTOR DIN : 01830471
Date of Birth	15-06-1959	10-02-1936
Occupation	Business	Profession
Qualification	Graduation	FCA
Date of Appoitment	Since Incorporation	14-10-2006
Profile	Shri. M. Ravindran, has been a Whole Time Director of the company since the date of incorporation. He is in charge of the in house production of various programs and overall operation of the Channels. He is responsible for the launching of new channels and day to day programming of all channels. He is also responsible for the other day to day administrative and establishment affairs of the Company.	Shri. A. Arjuna Pai -a senior fellow member of The Institute of the Chartered Accountants of India, he is a partner in M/s Menon & Pai, a firm of Chartered Accountants engaged in audit and corporate advisory services,has more than thirty years of experience in various financial and other advisory areas like industry & administration. He is the Non Executive & Independent Director, Chairman of Audit Committee and Member of Nomination & Remuneration Committee of the Board of Directors of the Company.
Remuneration	Rs. 1,20,00,000/- Per Annum	NIL
Recognition or awards	NIL	He Is Fellow member of Institute of Chartered Accountant of India.
Job profile and suitability	Shri.. M. Ravindran, Whole Time Director of the company is actively involved in content acquisition for the day today operation and administrative control of the Company's Channel.	He is a Fellow member of Institute of Chartered Accountants of India and has wide experience in the field of accounts, finance and management.
Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any.	He being promoter Directors is the relative of the whole time Directors & Managing Director. Besides, the Salary, Shri. M. Ravindran does not have any other pecuniary relationship with the Company.	He is a Non-Executive Independent Director of the company and has no pecuniary relationship except receiving sitting fees on the meetings of the board or committees of the board of directors of the company.
Shares held the Company	5362000 equity sahres	Nil
Directorship in other Companies	(1) VISSA TELEVISION NETWORK LIMITED	(1)VENLITE (INDIA) PRIVATE LIMITED (2) ZIDES AUTOMATION PRIVATE LIMITED
Chairman/ Member of the Committees of other Companies on which he is a Director.	Nil	Nil