

DIRECTOR'S REPORT ANNEXURES

4. FORM No.MGT-9 - Extract of Annual Return as on the financial year ended on 31st March 2015.

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules 2014]

I. REGISTRATION AND OTHER DETAILS

(i)	CIN	L92490TN1994PLC027709
(ii)	Registration Date	03/06/1994
(iii)	Name of the Company	RAJ TELEVISION NETWORK LIMITED
(iv)	Category/ Sub-Category of the Company	Company LIMITED BY SHARES/ INDIAN-NON GOVERNMENT Company
(v)	Address of the Registered office and Contact Details	32,POES ROAD, II nd STREET, TEYNAMPET, CHENNAI, TAMIL NADU, INDIA. 600018. rajtv@rajtvnet.in
(vi)	Whether Listed Company- Yes/No	Yes –Listed Company
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Cameo Corporate Services Ltd, ' Subramanian Building', No.1, Club House Road, Chennai- 600 002. Ph : 044 28460390 to 0395 Email : investor@cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated.

Name and Description of main products/services	NIC Code of the Product/ Service (As per 2004)	% to total turnover of the Company
Broadcasting Services	92132	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name, Address & CIN of the Company	% of shares held	Applicable Section
A . Holding Company		NIL	
B Subsidiary Companies – Indian& Overseas		NIL	
C Associate Companies		NIL	

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

I. Category wise Shareholding

Name of the Company	RAJ TELEVISION NETWORK LTD FV Rs. 5/-
Face Value	5 /-
Paidup Shares as on 01-Apr-2014	51913344
Paidup Shares as on 31-Mar-2015	51913344
For the Period From	01-Apr-2014 To : 31-Mar-2015

CATEGORY OF SHARE HOLDER

A. SHAREHOLDING OF PROMOTER AND PROMOTER

	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
INDIAN									
INDIVIDUALS/HINDU UNDIVIDED	34868320	0	34868320	67.1663	35790487	0	35790487	68.9427	1.7763
FAMILY									
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0.0000	0	0	0	0.0000	0.0000
ANY OTHER	0	0	0	0.0000	0	0	0	0.0000	0.0000
SUB - TOTAL (A)(1)	34868320	0	34868320	67.1663	35790487	0	35790487	68.9427	1.7763
FOREIGN									
INDIVIDUALS (NON- RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS)	0	0	0	0.0000	0	0	0	0.0000	0.0000
BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
INSTITUTIONS	0	0	0	0.0000	0	0	0	0.0000	0.0000
QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
ANY OTHER	0	0	0	0.0000	0	0	0	0.0000	0.0000
SUB - TOTAL (A)(2)									
TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)	34868320	0	34868320	67.1663	35790487	0	35790487	68.9427	1.7763

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B. PUBLIC SHAREHOLDING									
1. INSTITUTIONS									
a. MUTUAL FUNDS/UTI	328	0	328	0.0006	0	0	0	0.0000	-0.0006
b. FINANCIAL INSTITUTIONS/ BANKS	1704	0	1704	0.0032	85624	0	85624	0.1649	0.1616
c. CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
d. VENTURE CAPITAL FUNDS	0	0	0	0.0000	0	0	0	0.0000	0.0000
e. INSURANCE COMPANIES	0	0	0	0.0000	0	0	0	0.0000	0.0000
f. FOREIGN INSTITUTIONAL INVESTORS	656368	0	656368	1.2643	0	0	0	0.0000	-1.2643
g. FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
h. QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
i. ANY OTHER	0	0	0	0.0000	9687	0	9687	0.0186	0.0186
Foreign Portfolio									
Investor (Corporate) Category II									
SUB - TOTAL (B)(1)	658400	0	658400	1.2682	95311	0	95311	0.1835	-1.0846
NON-INSTITUTIONS									
BODIES CORPORATE	4978251	0	4978251	9.5895	4183011	0	4183011	8.0576	-1.5318
2. INDIVIDUALS									
a. I INDIVIDUAL SHAREHOLDERS HOLDING	1775404	458	1775862	3.4208	1730732	453	1731185	3.3347	-0.0860
b. NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH									
II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL									
SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	7533748	0	7533748	14.5121	8467035	0	8467035	16.3099	1.7977
QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
ANY OTHER									
CLEARING MEMBERS	479015	0	479015	0.9227	203179	0	203179	0.3913	-0.5313
c. HINDU UNDIVIDED FAMILIES	1530797	0	1530797	2.9487	1416410	0	1416410	2.7284	-0.2203
d. NON RESIDENT INDIANS	18947	0	18947	0.0364	26726	0	26726	0.0514	0.0149
TRUSTS	70004	0	70004	0.1348	0	0	0	0.0000	-0.1348
SUB - TOTAL (B)(2)	2098763	0	2098763	4.0428	1646315	0	1646315	3.1712	-0.8715
TOTAL PUBLIC SHAREHOLDING	16386166	458	16386624	31.5653	16027093	453	16027546	30.8736	-0.6916
(B) = (B)(1)+(B)(2)									
TOTAL (A)+(B)	17044566	458	17045024	32.8336	16122404	453	16122857	31.0572	1.7763

I SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN									
Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
TOTAL CUSTODIAN (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
GRAND TOTAL (A)+(B)+(C)	51912886	458	51913344	100.0000	51912891	453	51913344	100.0000	0.0000

II PROMOTER & PROMOTER GROUP SHAREHOLDING										
SI No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year	Pledged Shares at beginning of the Year	Pledged Shares at end of the Year
		No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No of shares	% of total shares of the company	% of share pledged / encumbered to total shares			
1	M. RAJENDRAN	5863808	11.2953	0.9631	5863808	11.2953	0.9631	0.0000	500000	500000
2	M. RAJARATHAM	5863808	11.2953	0.0000	5863808	11.2953	0.0000	0.0000	0	0
3	M. RAVINDRAN	4303808	8.2903	0.0000	5056000	9.7393	0.0000	1.4489	0	0
4	M. RAGHUNATHAN	5863808	11.2953	0.0000	5863808	11.2953	0.0000	0.0000	0	0
5	R. AMUDHA	3543284	6.8253	0.0000	3543284	6.8253	0.0000	0.0000	0	0
6	R. ARUNA	3543268	6.8253	0.0000	3543268	6.8253	0.0000	0.0000	0	0
7	R. VIJAYALAKSHMI	2343268	4.5138	0.0000	2513243	4.8412	3.8525	0.3274	0	2000000
8	R. USHA RANI	3543268	6.8253	0.0000	3543268	6.8253	0.0000	0.0000	0	0
	Total	34868320	67.1659	0.9631	35790487	68.9423	4.8156	1.7763	500000	2500000

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III CHANGE IN PROMOTERS' SHAREHOLDING

SI No	Name of the Promoter	No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	M. RAJENDRAN				
	At the beginning of the year 01-Apr-2014	5863808	11.2953	5863808	11.2953
	At the end of the Year 31-Mar-2015	5863808	11.2953	5863808	11.2953
2	M. RAJARATHNAM				
	At the beginning of the year 01-Apr-2014	5863808	11.2953	5863808	11.2953
	At the end of the Year 31-Mar-2015	5863808	11.2953	5863808	11.2953
3	M. RAVINDRAN				
	At the beginning of the year 01-Apr-2014	4303808	8.2903	4303808	8.2903
	Purchase 05-Dec-2014	3691	0.0071	4307499	8.2974
	Purchase 12-Dec-2014	2501	0.0048	4310000	8.3022
	Purchase 19-Dec-2014	130192	0.2507	4440192	8.553
	Purchase 31-Dec-2014	521100	1.0037	4961292	9.5568
	Purchase 02-Jan-2015	8518	0.0164	4969810	9.5732
	Purchase 30-Jan-2015	6000	0.0115	4975810	9.5848
	Purchase 13-Mar-2015	30190	0.0581	5006000	9.6429
	Purchase 27-Mar-2015	50000	0.0963	5056000	9.7393
	At the end of the Year 31-Mar-2015	5056000	9.7393	5056000	9.7393
4	M. RAGHUNATHAN				
	At the beginning of the year 01-Apr-2014	5863808	11.2953	5863808	11.2953
	At the end of the Year 31-Mar-2015	5863808	11.2953	5863808	11.2953
5	R. AMUDHA				
	At the beginning of the year 01-Apr-2014	3543284	6.8253	3543284	6.8253
	At the end of the Year 31-Mar-2015	3543284	6.8253	3543284	6.8253
6	R. ARUNA				
	At the beginning of the year 01-Apr-2014	3543268	6.8253	3543268	6.8253
	At the end of the Year 31-Mar-2015	3543268	6.8253	3543268	6.6417
7	R. VIJAYALAKSHMI				
	At the beginning of the year 01-Apr-2014	2343268	4.5138	2343268	4.5138
	Purchase 13-Jun-2014	31732	0.061125	2375000	4.574932
	Purchase 30-Jun-2014	25000	0.048157	2400000	4.623089
	Purchase 18-Jul-2014	9000	0.017337	2409000	4.640425
	Purchase 14-Aug-2014	95211	0.183404	2504211	4.823829
	Purchase 9 -Dec-2014	8032	0.015472	2512243	4.839301
	Purchase 27 -Feb-2015	1000	0.001926	2513243	4.841227
	At the end of the Year 31-Mar-2015	2513243	4.841221	2513243	4.841227
8	R. USHA RANI				
	At the beginning of the year 01-Apr-2014	3543268	6.8253	3543268	6.8253
	At the end of the Year 31-Mar-2015	3543268	6.8253	3543268	6.8253

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Name of the Company - RAJ TELEVISION NETWORK LTD.,

SI No	Name	At the beginning of the year 01-Apr-2014	Percentage to total Share capital	At the end of the Year 31-Mar-2015	Percentage to total Share capital	Change In holding	Change In % of holding
1	KIRAN KUMAR M	1944692	3.75	2315404	4.46	3,70,712	0.71
2	SANGEETHA .	683821	1.32	875304	1.69	1,91,483	0.37
3	HEMA KIRAN KUMAR	808000	1.56	808000	1.56	-	-
4	F6 FINSERVE PVT LTD	1400	0.00	734961	1.42	7,33,561	1.41
5	RAVINDRAKUMAR BOTHRA	6201	0.01	519546	1.00	5,13,345	0.99
6	UDIT BHATT	93000	0.18	493666	0.95	4,00,666	0.77
7	NARESH KUMAR CHHAJER HUF .	446896	0.86	446729	0.86	-167	-0.00
8	LALIT KUMAR CHORDIA & SONS(HUF) .	423272	0.82	422201	0.81	-1,071	-0.00
9	SUNITHA DEVI CHORDIA .	381800	0.74	415378	0.80	33,578	0.06
10	SAGAR TEX CREATION PRIVATE LIMITED	373204	0.72	373572	0.72	368	0.00
11	SUNTECK WEALTHMAX CAPITAL PRIVATE LIMITED	410660	0.79	358168	0.69	-52,492	-0.10
12	MAVERICK SHARE BROKERS LIMITED	1239840	2.39	6400	0.01	-12,33,440	-2.38
13	SRI BABA THEATRES PRIVATE LIMITED	600000	1.16	0	-	-6,00,000	-1.16

Note :

1. The shares of the Company are substantially held in dematerialised form and are traded on a daily basis and hence date wise increase/decrease in shareholding is not indicated

2. \$ denotes common top 10 shareholders as on April 1, 2014 and March 31, 2015 # denotes top 10 shareholders only as on April 1, 2014 @ denotes top 10 shareholders only as on March 31, 2015

V Shareholding of Directors and Key Managerial Personnel:

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	M. RAJARATHNAM				
	At the beginning of the year 01-Apr-2014	5863808	11.2953	5863808	11.2953
	At the end of the Year 31-Mar-2015	5863808	11.2953	5863358	11.2945
2	M. RAJENDRAN				
	At the beginning of the year 01-Apr-2014	5863808	11.2953	5863808	11.2953
	At the end of the Year 31-Mar-2015	5863808	11.2953	5863808	11.2953
3	M. RAGHUNATHAN				
	At the beginning of the year 01-Apr-2014	5863808	11.2953	5863808	11.2953
	At the end of the Year 31-Mar-2015	5863808	11.2953	5863808	11.2953
4	M. RAVINDRAN				
	At the beginning of the year 01-Apr-2014	4303808	8.2903	4303808	8.2903
	Purchase 05-Dec-2014	3691	0.0071	4307499	8.2974
	Purchase 12-Dec-2014	2501	0.0048	4310000	8.3022
	Purchase 19-Dec-2014	130192	0.2507	4440192	8.5530
	Purchase 31-Dec-2014	521100	1.0037	4961292	9.5568
	Purchase 02-Jan-2015	8518	0.0164	4969810	9.5732
	Purchase 30-Jan-2015	6000	0.0115	4975810	9.5848
	Purchase 13-Mar-2015	30190	0.0581	5006000	9.6429
	Purchase 27-Mar-2015	50000	0.0963	5056000	9.7393
	At the end of the Year 31-Mar-2015	5056000	9.7393	5056000	9.7393
5	S. JEYASEELAN				
	At the beginning of the year 01-Apr-2014	48	0.0000	48	0.0000
	At the end of the Year 31-Mar-2015	48	0.0000	48	0.0000
6	JOSEPH CHERIYAN				
	At the beginning of the year 01-Apr-2014	NIL	NIL	NIL	NIL
	At the end of the Year 31-Mar-2015	NIL	NIL	NIL	NIL

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(In million)

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	374.66	-	-	374.66
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	-	-	-	-
Total(i+ii+iii)	374.66	-	-	374.66
Change in Indebtedness during the financial year				
- Addition				
- Reduction	116.79	-	-	116.79
Net Change	116.79	-	-	116.79
Indebtedness at the end of the financial year				
i) Principal Amount	257.87	-	-	257.87
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	257.87	-	-	257.87

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount (In Million)
		M Rajendran	M Rajarathnam	M Ravindran	M Raghunathan	
1	Name	M Rajendran	M Rajarathnam	M Ravindran	M Raghunathan	
2	Designation	MD	WTD	WTD	WTD	
3	Gross salary (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12.00	12.00	12.00	12.00	48.00
4	(b)Value of perquisites u/s 17(2)Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
5	(c)Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL	NIL	NIL
6	Stock Option	NIL	NIL	NIL	NIL	NIL
7	Sweat Equity	NIL	NIL	NIL	NIL	NIL
8	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL	NIL
9	Others, specify	NIL	NIL	NIL	NIL	NIL
	Total(A)	12.00	12.00	12.00	12.00	48.00
10	Ceiling as per the Act	12.00	12.00	12.00	12.00	48.00

Note: During the 20th AGM held on 19th September 2014, As per approval from the Members of the company Pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the companies Act, 2013, for varying the terms and conditions of remuneration being paid/payable to Managing Director and Whole Time Directors 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 01st 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.

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.

The remuneration payable to Whole time directors and managing Director is governed by and 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.

B. Remuneration to other directors:

Details of the remuneration paid/payable to the Non-Executive Directors of the Company for Financial year 2014-2015 are as under:

Independent Directors	Sitting fees paid for attending Board Meetings held during the year (Amounts in Rupees)
Mr. D. R. Kaarthikeyan	135000
Mr. A. Arjuna Pai	255000
Mr. R. Rajagopalan	270000
Mr. Mohan Kameswaran	60000
Total	720000
Non-Executive Director	
Smt Amuda Rajendran	45000
Total	45000
Grand Total	765000

Overall Ceiling as per Act 1% of Net Profits as per Section 198 of the Companies Act, 2013 is Rs.8.15 Lakhs

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl.No	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary			
2.	(a)Salary as per provisions contained in section 17(1)of the Income-tax Act, 1961	2.60	0.85	3.45
3.	(b)Value of perquisites u/s 17(2)Income-tax Act, 1961	NIL	NIL	NIL
4.	(c)Profits in lieu of salary under section 17(3)Income-tax Act, 1961	NIL	NIL	NIL
5.	Stock Option	NIL	NIL	NIL
6.	Sweat Equity	NIL	NIL	NIL
7.	Commission - as% of profit - others, specify...	NIL	NIL	NIL
8.	Others, please specify	NIL	NIL	NIL
	Total	2.60	0.85	3.45

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES UNDER PROVISIONS OF COMPANIES ACT 2013: None

Regd. Office:
32, Poes Road,
11th St, Teynampet,
Chennai-600 018
Date: 27th May 2015

By Order of the Board of Directors

-Sd/-
Joseph Cheriyan
Company Secretary