

NOTICE

Notice is hereby given that the **Twenty Fifth Annual General Meeting** of M/s Raj Television Network Limited will be held on 27th September, 2019 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 and adopt the Financial Statements of the Company for the year ended 31st March , 2019 including audited Balance Sheet as at 31st March, 2019 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 0.10 paise (2%) per equity share of Rupees 5 paid-up as annual dividend for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mr. M. Raghunathan, (Holding DIN: 00662769), who retires by rotation and being eligible, offers himself for re-appointment.
4. Ratification of the appointment of Auditors

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

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

SPECIAL BUSINESS

5. **Appointment of Shri A. Kaliyamurthy**, (holding DIN 0008264539) **as an Independent Director of the company:**

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

Resolved that pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 and further amendments thereto from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri A. Kaliyamurthy, (holding DIN 0008264539) who has been appointed by the Boar of Directors of the company as an Independent Director of the company and was appointed as an Additional Director of the Company by the board of Directors with effect from the conclusion of this annual general meeting till the date of annual general meeting to be held for the Financial year 2023-2024 (YE 31st March 2024), and who holds the said office pursuant to the provision of Section 161 of the Companies Act 2013 up to the date of this Annual General meeting or the last date on which the Annual General meeting for the financial year 2018-19 should have been held, whichever earlier and who is eligible for appointment under the relevant provisions of the Companies Act 2013 and in respect of whom the Company has received a notice in writing from a Member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five years with effect from the conclusion of this annual general meeting till the date of annual general meeting to be held for the Financial year 2023-2024 (YE 31st March 2024).”

6. **Appointment of Shri. S. VENKATESWARAN, (DIN:06988766) as an Independent Director of the company:**

To consider and if thought fit, to pass the following resolution with or without modification as a **SpecialResolution:** “Resolved that pursuant to Sections 149, 152 and other applicable provisions of Companies Act, 2013 (‘Act’) and the rules made thereunder read with Schedule IV of the Act **S. VENKATESWARAN, (DIN:06988766)** in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five years with effect from the conclusion of this annual general meeting till the date of annual general meeting to be held for the Financial year 2023-2024 (YE 31st March 2024).”

7. Re-Appointment of Shri. Mohan Kaameswaran, (DIN 00562832) as an Independent Director of the company:

To consider and if thought fit, to pass the following resolution with or without modification as a **Special Resolution**: "Resolved that pursuant to Sections 149, 152 and other applicable provisions of Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act, Shri. Mohan Kaameswaran, (DIN 00562832) who holds the office of the Independent Directorship of the company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five years with effect from the conclusion of this annual general meeting till the date of annual general meeting to be held for the Financial year 2023-2024 (YE 31st March 2024)."

8. Payment of remuneration to Shri. M. Raajhendhran as the Chairman and Managing Director for the period from April, 2019 to March, 31, 2021:

To consider, and if thought fit, to pass with or without modifications(s) the following resolution as a **SPECIAL RESOLUTION**: "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to being paid/payable to Shri. M. Raajhendhran, Chairman & Managing Director (holding DIN 00821144) , of the company as enumerated here in below for the remaining period of two years viz., from April 1, 2019 to March, 31, 2021:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April, 2019, 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.

Resolved further that save and except as aforesaid, the Special Resolution approved and passed by the Members at their Twenty First Annual General Meeting of the Company held on Wednesday , 30th September, 2015, approved the re-appointment Shri M. Raajhendhran, Chairman & Managing Director shall continue to remain in full force and effect; and

Resolved further that the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Shri M. Raajhendhran, Chairman & Managing Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution."

9. Payment of remuneration to Shri. M. Rajarathinam , Whole-time Director (DIN: 00839174) for the period from April, 2019 to March, 31, 2021:

To consider, and if thought fit, to pass with or without modifications(s) the following resolution as a **SPECIAL RESOLUTION**: RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to being paid/payable to Shri. M. Rajarathinam , Whole-time Director (DIN: 00839174) , of the company as enumerated here in below for the remaining period of two years viz., from April 1, 2019 to March, 31, 2021:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April 2019, 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.

Resolved further that save and except as aforesaid, the Special Resolution approved and passed by the Members at their Twenty First Annual General Meeting of the Company held on Wednesday , 30th September, 2015, approved the re-appointment Shri. M. Rajarathinam , Whole-time Director shall continue to remain in full force and effect; and

Resolved further that the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Shri. M. Rajarathinam , Whole-time Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

10. Payment of remuneration to Shri M. Ravindran- Whole-time Director, (DIN 00662830) for the period from April, 2019 to March, 31, 2021:

To consider, and if thought fit, to pass with or without modifications(s) the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197 ,198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to being paid/payable to Shri M. Ravindran- Whole-time Director, (holding DIN 00662830) , of the company as enumerated here in below for the remaining period of two years viz., from April 1, 2019 to March, 31, 2021:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April 2019, 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.

Resolved further that save and except as aforesaid, the Special Resolution approved and passed by the Members at their Twenty First Annual General Meeting of the Company held on Wednesday , 30th September, 2015, approved the re-appointment Shri M. Ravindran- Whole-time Director shall continue to remain in full force and effect; and

Resolved further that the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Shri M. Ravindran- Whole-time Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

11. Payment of remuneration to Shri M. Ragunathan- Whole-time Director , (DIN 00662769) for the period from April, 2019 to March, 31, 2021:

To consider, and if thought fit, to pass with or without modifications(s) the following resolution as a **SPECIAL RESOLUTION**:
RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to being paid/payable to Shri M. Ragunathan- Whole-time Director , (holding DIN 00662769) , of the company as enumerated here in below for the remaining period of two years viz., from April 1, 2019 to March, 31, 2021:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April 2019, 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.

Resolved further that save and except as aforesaid, the Special Resolution approved and passed by the Members at their Twenty First Annual General Meeting of the Company held on Wednesday, 30th September, 2015, approved the re-appointment Shri. M. Ragunathan- Whole-time Director , (holding DIN 00662769) shall continue to remain in full force and effect; and

Resolved further that the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Shri M. Ragunathan- Whole-time Director , (holding DIN 00662769) within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution."

12. Ratification of Remuneration of Cost Auditor:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the company hereby approves and ratifies the remuneration of Rs. 75000/- (Rupees Seventy Five Thousand Only) per year plus applicable taxes and out of pocket expenses payable to M/s. S. Subhashini, Cost Accountant , having Firm Registration Number:100482 and membership, number 22904, and having office at New no.5, First Floor, Alwarpet Street, Alwarpet, Chennai -18 ,for conducting the audit of cost records of the company for the financial years ending March 31, 2019 and March 31, 2020, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

Regd. Office:
32, Poes Road, IInd St, Teynampet,
Chennai-600 018

Place : Chennai
Date: 10th August 2019

By Order of the Board of Directors

Joseph Cheriyan
Company Secretary and
Compliance Officer

Notes:

1. 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.
2. As per the relevant provisions of the Companies Act, 2013, 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.
3. Proxies in order to be valid and effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
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. **Appointment/ Reappointment of Directors:** At the ensuing Annual general Meeting, Shri. M.Regunathan , Director retire by rotation and being eligible and offers himself for re-appointment.
6. Details of Directors seeking appointment/re-appointment at the 25th Annual General Meeting in pursuance of provisions of Companies Act, 2013 & Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given as an Annexure to the Notice.
7. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted as the Annual General meeting, set out in the Notice ,is enclosed hereto and forms part of the Notice.
8. Book Closure for Final Dividend:
The Company has announced Book Closure from September, 21, 2019 to September, 27 , 2019 (both days inclusive) and accordingly, Final Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2018-2019, if approved at the meeting, will be payable to those eligible members whose names appeared:
 - a) As Beneficial Owners, as on September 20, 2019 as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialized form and
 - b) As Members in the Register of Members of the Company as on September 20, 2019 in respect of shares held in Physical Form.
9. Dematerialization of Shares:
SEBI vide notification dated June 08, 2018 has proposed amendment to Regulation 40 of the SEBI (LODR) Regulations, 2015. As per the said amendment effective December 05, 2018, except in cases of transmission or transposition, transfer of securities of the company cannot be processed unless the securities are held in dematerialized form with a Depository. The time limit for compliance was further extended till March 31, 2019.
The implication of this amendment is that securities of the company which are held in physical form cannot be transferred except in case of transmission & transposition of shares.
View above, we request the Members holding shares in Physical Form to kindly dematerialize their equity shareholding in Company Raj Television network Ltd.
10. Nomination:
Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members/Beneficial Owners are entitled to make nomination in respect of Shares held by them in Form No. SH-13. Holders of shares in single name and physical form are advised to make nomination in respect of their holding in the Company by submitting duly completed form No SH-13 with the Company and to their respective Depository in case of shares held in electronic form. Joint Holders can also use nomination facility for shares held by them.
The Nomination form can be downloaded from the Company's website <http://www.rajtvnet.in> under Section "Investor Relations".
11. Members' holding shares in Multiple Folios:
Members holding shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agents M/s. Cameo Corporate Services Ltd. for consolidation into a single folio. Members holding shares in Dematerialized form are also requested to consolidate their shareholding.

12. Non-Resident Members:

Non Resident Indian Members are requested to inform Registrar and Transfer Agents/their respective Depository Participants immediately of:

- a) Change in their residential status on return to India for permanent settlement
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier, to enable the Company to remit dividend to the Bank Account directly.

13. Green Initiative:

In compliance of the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, Company has sent Annual Reports in Electronic Mode to the Members who have registered their E-mail IDs either with the Registrar and Transfer Agents or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the Annual Reports / other documents by making a specific request quoting their Folio No./Client ID & DP ID to Company or to the R & T Agents.

14. Members to whom the hard copies of Annual Reports have been provided are requested to bring their copies of the Annual Report to the Meeting. The copies of Annual Reports shall not be made available at the venue of the Meeting.

15. Members / Proxies attending the Meeting should bring the Admission Slip, duly filled, for handing over at the venue of the meeting.

16. In compliance with the provisions of Section 108 of the Companies Act, 2013, the Companies (Management and Administration) Amendment Rules, 2015 made thereunder, regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 25th Annual Report 2018-2019 Members are provided with the facility to cast their vote electronically, through the remote e-Voting platform provided by services of Central Depository Services (India) Limited (CDSL) on all the resolutions set forth in this notice. **The e-Voting shall commence on September 24, 2019 at 9.00 a.m. (IST) and shall end on September 26, 2019 at 5.00 p.m. (IST).** The e-Voting module shall be disabled by CDSL for e-Voting thereafter. During this period, all the Members of the Company holding shares either in physical form or in dematerialized form as on 21st September, 2019 may cast their vote electronically.17. The voting results along with Scrutinizer Report shall be placed on the Company's website www.hindustanpetroleum.com and also on the website of CDSL within 48 hours of conclusion of the Meeting and will also be communicated to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) where the shares of the company are listed.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on and ends on . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 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* | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 3 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. <p>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.</p> <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 (v). |

- (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 relevant 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 4.
- (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) 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.
- (xii) 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.
18. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of September, 21, 2019.
 19. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 21, 2019 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
 20. A member may participate in the AGM even after exercising his right to vote through remote e-Voting shall not be entitled to vote again at the Annual General Meeting.
 21. A person, whose name is recorded in the Register of Members or in the register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM.
 22. The facility for voting shall be made available at the AGM and in such case, the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting.
 23. Shri V Nagarajan, Practising Company Secretary (PCS), (Membership No. fcs 5626) has been appointed as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
 24. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer for all those members who are present at the Annual General Meeting but who have not cast their votes earlier by availing the remote e-Voting facility.
 25. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 26. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.hindustanpetroleum.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to NSE & BSE.
 27. Change of Address:
 - a) **Members Holding Shares in Physical Form:** Members holding shares in physical form are requested to advise immediately change in their address and also inform their valid E-mail ID, if any, quoting their Folio number(s), to 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.
 - b) **Members Holding Shares in Dematerialised Form:** Members holding shares in dematerialised form are requested to advise immediately change in address and register their valid E-mail ID, if any, quoting their respective Client ID / DP ID Nos., to their respective Depository Participants only and Company’s Registrar and Share Transfer Agent, Cameo Corporate Services Limited or to the Company.
 28. Bank Mandates:
 - a) In terms of Regulation 12 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, SEBI has advised all the listed companies to use electronic mode of payment facility approved by the Reserve Bank of India (RBI) for making payment viz. dividends, interest, redemption or repayment amounts to the investors. In cases where it is not possible to use electronic mode of payment, payable-at-par warrants or cheques may be issued. Further where it is not possible to effect electronic payment, SEBI has advised to print bank details on the dividend warrant instruments

issued to members. However, in case of Members, whose bank details are not available, the company shall mandatorily print the address of the investors on such payment instruments.

- b) Members who are holding shares in Electronic Form are requested to contact their respective Depository Participants (DP) only for updating their bank details. They are also advised to seek 'Client Master Advice (CMA)' from their respective DP to ensure that correct updation has been carried out in their record. It may be noted that the bank details data provided by the Depositories is solely used by the company to effect the payment of dividend. Hence, it is utmost necessary for Members to ensure that the correct Bank details are updated with DPs.

29. Investors Education and Protection Fund:

Members are hereby informed that Dividends which have remain unclaimed / unencashed over a period of seven years from the dates it became due for payments have to be transferred by the Company to Investor Education & Protection Fund (IEPF) constituted by the Central Government under Section 125 of the Companies Act, 2013.

We give below the details of Dividends paid by the Company and their respective due dates of transfer to the IEPF authority if they remain unencashed.

It may please be noted that under the provisions of Section 125 (4) of the Companies Act, 2013, any person claiming to be entitled to the amount referred in sub-section 2 of Section 125 may apply to IEPF authority for refund of dividends from IEPF.

| Dates of Declaration of Dividend | Dividend for the Financial Year | Proposed Month and Year of Transfer to the Fund |
|----------------------------------|---------------------------------|---|
| 30 th July, 2012 | 2011-12 (Final) | 29 th August, 2019 |
| 30 th September, 2013 | 2012-13 (Final) | 09 th November, 2020 |
| 19 th September, 2014 | 2013-14 (Final) | 09 th November, 2021 |
| 28 January, 2014 | 2013-14 (interim) | 19 th March, 2022 |
| 30 th September, 2015 | 2014-15 (Final) | 08 th November, 2022 |
| 30 th September, 2016 | 2015-16 (Final) | 04 th November, 2023 |

Pursuant to Section 124 (6) of Companies Act, 2013 read with the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the shares in respect of which dividend is unclaimed for a period of seven consecutive years or more are required to be transferred by the company to IEPF Authority.

In view of aforesaid provisions of the Companies Act 2013, members are requested to kindly ensure updation of their bank details and also encash their dividend warrants.

30. Unclaimed Dividends:

Members who are yet to encash/not received the earlier dividend(s) are advised to send requests for duplicate dividend warrants for any of the above mentioned financial years and/or send for revalidation, the unencashed Dividend Warrants still held by them to the Registrars and Transfer Agents of the Company.

31. Registrar and Transfer Agents:

The address of Registrars and Transfer Agents of the Company is as follows:

Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Chennai-600 002, Phone: 044-28460390-94, Fax: 28460129, Email: cameosys@cameoindia.com.

32. Route Map showing directions to reach to the venue of the Meeting is given at the end of this Notice

**STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013:
Statement with respect to items under Special Business covered in the
Notice of Meeting are given below:**

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

For Item no 5 of notice calling 25th AGM:

Appointment of Shri A. Kaliyamurthy, (holding DIN 0008264539) as an Independent Director of the company:

Shri A. Kaliyamurthy, (holding DIN 0008264539) was appointed by the Board of Directors of the company as an Independent Director of the company and was appointed as an Additional Director of the Company by the board of Directors at their meeting held on 29th October 2019. Being an additional director he holds the said office pursuant to the provision of Section 161 of the Companies Act 2013 up to the date of this Annual General meeting or the last date on which the Annual General meeting for the financial year 2018-19 should have been held, whichever earlier. Further the Company has received a notice in writing from a Member signifying his intention to propose Shri A. Kaliyamurthy as a candidate for the office of the Independent Director of the company along with the requisite deposit and the Nomination and Remuneration Committee too recommended him for the consideration of Shri A. Kaliyamurthy for the post of the Independent directorship of the company by the shareholders at this Annual General meeting of the company for a period of five years with effect from the conclusion of this annual general meeting till the date of annual general meeting to be held for the Financial year 2023-2024 (YE 31st March 2024).

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

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

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

Item no 6 of notice calling 25th AGM

Appointment of Shri. S. VENKATESWARAN, (Din:06988766) as an Independent Director of the company:

The Company has received a notice in writing from a member under Section 160 of the Act proposing Shri S. Venkateswaran (Din 06988766) for the office of Independent Director of the company , along with the requisite deposit and the Nomination and Remuneration Committee too recommended him for the consideration of Shri S. Venkateswaran for the post of the Independent directorship of the company by the shareholders at this Annual General meeting of the company for a period of five years with effect from the conclusion of this annual general meeting till the date of annual general meeting to be held for the Financial year 2023-2024 (YE 31st March 2024).

In the Opinion of the Board and Based on the declaration of Independence submitted by **Shri S. Venkateswaran**, is a person of Integrity, has the necessary knowledge , experience and expertise for being appointed as an independent Director and fulfils the conditions specified in the Companies Act, 2013 and Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations , 2015 (Listing Regulations) for appointment as an Independent Director of the Company.

Your Board recommends the Special Resolution as set out in Item No 6 for your approval.

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

Item no 7 of notice calling 25th AGM**Re-Appointment of Shri. Mohan Kaameswaran, (holding DIN 00562832) as an Independent Director of the company:**

Shri. Mohan Kaameswaran, (holding DIN 00562832) presently one of the Independent and Non Executive Director of the company who retires by rotation at this Annual General Meeting of the company and as per the provisions of Section 149(5) of the Companies Act, 2013 can be appointed as an Independent director for a further period of five years with effect from the conclusion of this annual general meeting till the date of annual general meeting to be held for the Financial year 2023-2024 (YE 31st March 2024) and not liable to retire by rotation.

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

Your Board recommends the Special Resolution as set out in Item No 6 for your approval.

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

FOR ITEM NOS. 8 to 11 OF NOTICE CALLING THE ANNUAL GENERAL MEETING

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of this Notice.

In accordance with the provisions of Companies Act, 2013, the Members of the Company had, at their Twenty First Annual General Meeting of the Company held on Wednesday , 30th September,2015, approved the re-appointment Mr. M. Rajendran as the Managing Director and Mr. M. Rajarathnam, Mr. M. Ravindran and Mr. M Raghunathan , as Whole Time Directors of the Company for a period of five years with effect from April 1, 2016 and the said term shall expire on 31-03-2021. However their terms and condition with regard to the salary and other perquisites are applicable for a period of three years and is upto 31st March, 2019 and the same need to be fixed/approved by the shareholders for their remaining terms of their office.

Further during the tenure as Managing Director, Mr. M. Rajendran led and accompanied by Mr. M. Rajarathnam, Mr. M. Ravindran and Mr. M. Raghunathan, as Whole Time Directors the company had excelled to greater heights in terms of revenue and the company during the turbulent times too, the company could post and withstand inspite of various odds which were against the company.

Further with their combined strong entrepreneurial skills, greater insight of the Business, visionary approach and strategic thinking, the Company achieved several milestones and growth in every segment in which it operates. The achievements of the Company and the Managing Director and Whole Time Directors of the company have been recognised by the industry, in which it operates, by the Governments and various organisations of national and international repute. Considering their outstanding contribution in developing and expanding the business of the Company and in development of trade and the industry in which it operates, the Board of Directors of the Company has decided to for varying the terms and conditions of remuneration being paid/payable to managing Director and Wholetime Directors

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 is sought for the fixation of the terms and conditions of remuneration being paid/payable to **Managing Director and - Whole-time Directors**, (Total numbering 4 as morefully stated in the resolutions) of the company as enumerated here in below for the period from 01-04-2019 to 31-03-2021.

The proposed remuneration is in compliance with Section on 196, 197, the Rules made there under read with Schedule V of the Companies Act, 2013 and other relevant and applicable provisions if any of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution on except Mrs VijayalakshmiRavindran., Mr. M. Raajhendhran , Mr. M. Rajarathinam , Mr. M. Ravindran & Mr. M. Reghunathan .

Item no 12 of notice calling 25th AGM

Payment of Remuneration to Cost Auditors for Financial Year 2019-2020:

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 as per the following details:-

M/s. S. Subhashini, Cost Accountant , having Firm Registration Number:100482 and having membership, number 22904, as Cost Auditor of the Company for FY 2017-18 at remuneration of Rs. 75,000/- (Rupees Seventy-Five Thousand Only) plus reimbursement of out of pocket expenses at actuals and applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company.

Relevant documents referred in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. upto the date of the Meeting. None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No12 of the Notice. The Board recommends the Ordinary Resolution as set out at item No.12 for approval by the Members.

Regd. Office:
32, Poes Road, IInd St, Teynampet,
Chennai-600 018

By Order of the Board of Directors

Place : Chennai
Date: 10th August 2019

Joseph Cheriyan
Company Secretary and
Compliance Officer

**Notice of Annual General Meeting
ANNEXURE TO ITEMS 5, 6 AND 7 OF THE NOTICE**

Details of Directors seeking appointment/re-appointment at the 25th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

| Name of the Director | M. RAAJHENDHRAN MANAGING DIRECTOR (Din:00821144) | M. RAJARATHINAM WHOLE TIME DIRECTOR (DIN :00839174) | M .RAVINDRAN WHOLE TIME DIRECTOR (00662830) | M. REGHUNATHAN WHOLE TIME DIRECTOR |
|---|---|--|---|--|
| Date of Birth | 17.12.1950 | 16.11.1952 | 15.06.1959 | 07.05.1963 |
| Age | 69 | 67 | 60 | 56 |
| Date of first Appointment on the Board | 03.06.1994 | 03.06.1994 | 03.06.1994 | 03.06.1994 |
| Date of Appointment on the Board current tenure | 01.04.2016 | 01.04.2016 | 01.04.2016 | 01.04.2016 |
| Qualification | Entrepreneur | Entrepreneur | Entrepreneur | Entrepreneur |

| Name of the Director | M. RAAJHENDHRAN MANAGING DIRECTOR (DIN:00821144) | M. RAJARATHINAM WHOLE TIME DIRECTOR (DIN :00839174) | M. RAVINDRAN WHOLE TIME DIRECTOR (00662830) | M. REGHUNATHAN WHOLE TIME DIRECTOR |
|--|---|---|---|---|
| Brief resume including Experience | He has been the Managing Director of the company since inception and adopts hands on style of management. With a modest beginning in the family business of a video publishing house and selling consumer electronics items and audiotapes, he has developed extensive knowledge on retail marketing. A visionary with strong business acumen, he formed this Company in the year 1994 and has been a major force behind the success of all channels. | He has been a Whole Time Director of the company since the date of incorporation. He has a long career in retailing of the contents and rights. He has, over a period of two decades, built and nurtured an extensive network of both domestic and overseas clients. He is actively involved in content acquisition for the Company's Channel and distributing the channels in various territories. | The Whole time Directors oversees the operations of the company on various aspects under the supervision of the Managing Director and Board of directors of the company. Mr. Ravindran, equipped with technical expertise in the entertainment field, he looks after the technical aspects of the Company's operation | The Whole time Directors oversees the operations of the company on various aspects under the supervision of the Managing Director and Board of directors of the company. Mr. Raghunathan, with strong client network and strategic plans, has developed business relationship with large number of corporate Houses and advertising clients across India and overseas |
| Expertise in specific functional areas | Subject to the superintendence, direction and control of the Board, strategic management and financial control of the Company is vested on the Managing Director. Mr. M. Raajhandran, Managing Director of the company is instrumental to the strategic decision and guidance to the entire team of Raj TV Team and has been responsible for monitoring the performance of the company on regular basis. | The Whole time Directors oversees the operations of the company on various aspects under the supervision of the Managing Director and Board of directors of the company. Mr. M. Rajarathinam, Whole Time Director of the company is actively involved in content acquisition for the Company's Channel and distributing the channels in various territories | The Whole time Directors oversees the operations of the company on various aspects under the supervision of the Managing Director and Board of directors of the company. Mr. Ravindran, equipped with technical expertise in the entertainment field, he looks after the technical aspects of the Company's operation | The Whole time Directors oversees the operations of the company on various aspects under the supervision of the Managing Director and Board of directors of the company. Mr. Raghunathan, with strong client network and strategic plans, has developed business relationship with large number of corporate Houses and advertising clients across India and overseas |
| Other Director ships as at 30.09.2019 | VISSA TELEVISION NETWORK LIMITED VRNA MOVIES PRIVATE LIMITED | VISSA TELEVISION NETWORK LIMITED | VISSA TELEVISION NETWORK LIMITED RAVIN HOTELS PRIVATE LIMITED | VISSA TELEVISION NETWORK LIMITED HARIRAJ HOMES PRIVATE LIMITED NWS TECHNOLOGIES PRIVATE LIMITED |
| Chairmanship/ Membership Committees in which position of Director is held | Member of stakeholders relationship Committee | Nil | Member of stakeholders relationship Committee Member of Audit Committee | Member of CSR Committee |
| Relationship with other Directors, managers, and the Key managerial Personnel of the Company | Mr. M. Raajhendhran is related to Mr. M. Rajarathinam, Mr. M. Ravindran & Mr. M. Raghunathan, Whole Time Directors of the company as they are his brothers and Mrs Vijayalakshmi Raveendran - Woman Director of the company (as Brother's wife). | Mr. M. Rajarathinam is related to Mr Raajhendhran -Managing Director, Mr. M. Ravindran & Mr. M. Raghunathan, Whole Time Directors of the company as they are his brothers and Mrs Vijayalakshmi Raveendran - Woman Director of the company (as Brother's wife). | Mr. M. Ravindran is related to Mr Raajhendhran - Managing Director, Mr. M. Rajarathinam & Mr. M. Raghunathan, Whole Time Directors of the company as they are his brothers and Mrs Vijayalakshmi Raveendran - Woman Director of the company (as spouse). | Mr. M. Raghunathan is related to Mr Raajhendhran - Managing Director, Mr. M. Ravindran & Mr. M. Rajarathinam, Whole Time Directors of the company as they are his brothers and Mrs Vijayalakshmi Raveendran - Woman Director of the company (as Brother's wife). |

| Name of the Director | M. RAAJHENDHRAN MANAGING DIRECTOR (DIN:00821144) | M. RAJARATHINAM WHOLE TIME DIRECTOR (DIN :00839174) | M. RAVINDRAN WHOLE TIME DIRECTOR (00662830) | M. REGHUNATHAN WHOLE TIME DIRECTOR |
|---|--|--|---|--|
| No. of board meeting attended during the year | 4 | 4 | 4 | 4 |
| Terms and conditions of appointment or reappointment including remuneration | <p>pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to be paid/payable to Shri. M. Raajhendhran, Chairman & Managing Director (holding DIN 00821144), of the company as enumerated here in below for the remaining period of two years viz., from April 1, 2019 to March, 31, 2021 at a salary of Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, along with one month salary as performance incentive- with effect from 01st day of April, 2019, 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 and 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 and the above said remuneration and perquisites shall be fixed for a period of two years, considering his tenure of original appoint-</p> | <p>pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to be paid/payable to Shri. M. Rajarathinam, Whole-time Director (DIN: 00839174), of the company as enumerated here in below for the remaining period of two years viz., from April 1, 2019 to March, 31, 2021: Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, along with one month salary as performance incentive- with effect from 01st day of April 2019, 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</p> | <p>pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to be paid/payable to Shri M. Ravindran- Whole-time Director, (holding DIN 00662830), of the company as enumerated here in below for the remaining period of two years viz., from April 1, 2019 to March, 31, 2021: Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, along with one month salary as performance incentive- with effect from 01st day of April 2019, 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,</p> | <p>pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to be paid/payable to Shri M. Ragunathan- Whole-time Director, (holding DIN 00662769), of the company as enumerated here in below for the remaining period of two years viz., from April 1, 2019 to March, 31, 2021: Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, along with one month salary as performance incentive- with effect from 01st day of April 2019, 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,</p> |

| Name of the Director | M. RAAJHENDHRAN MANAGING DIRECTOR (DIN:00821144) | M. RAJARATHINAM WHOLE TIME DIRECTOR (DIN :00839174) | M. RAVINDRAN WHOLE TIME DIRECTOR (00662830) | M. REGHUNATHAN WHOLE TIME DIRECTOR |
|--|---|--|--|---|
| | <p>ment, 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.</p> | <p>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.</p> | <p>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. Resolved further that save and except as aforesaid, the Special Resolution approved and passed by the Members at their Twenty First Annual General Meeting of the Company held on Wednesday , 30th September, 2015, approved the re-appointment Shri M. Ravindran- Whole-time Director shall continue to remain in full force and effect; and</p> | <p>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. Resolved further that save and except as aforesaid, the Special Resolution approved and passed by the Members at their Twenty First Annual General Meeting of the Company held on Wednesday, 30th September, 2015, approved the re-appointment Shri. M. Ragunathan- Whole-time Director , (holding DIN 00662769) shall continue to remain in full force and effect</p> |
| <p>No. of equity Shares held in the company (As on 30th June, 2019)</p> | <p>5863808</p> | <p>5863808</p> | <p>5756070</p> | <p>5863808</p> |

THE ADDITIONAL INFORMATION AS REQUIRED UNDER PART II OF SCHEDULE XIII OF THE COMPANIES ACT, 2013 IS GIVEN AS UNDER:-

I - GENERAL INFORMATION

| Name of the Managerial Person and Designation | M. RAAJHENDHRAN MANAGING DIRECTOR | M. RAJARATHINAM WHOLE TIME DIRECTOR | M. RAVINDRAN WHOLE TIME DIRECTOR | M. REGHUNATHAN WHOLE TIME DIRECTOR |
|---|---|---|---|---|
| Nature of industry | Media and entertainment | Media and entertainment | Media and entertainment | Media and entertainment |
| Date of commencement of commercial production | The company commenced its operation w. e. f. 14 th Oct. 1994. | The company commenced its operation w. e. f. 14 th Oct. 1994. | The company commenced its operation w. e. f. 14 th Oct. 1994. | The company commenced its operation w. e. f. 14 th Oct. 1994. |
| Financial performance of the company | The turnover of the company is Rs.63.53 crores and Profit After Tax is Rs.5.39 crores for the year ended 31.03.2019 | The turnover of the company is Rs.63.53 crores and Profit After Tax is Rs.5.39 crores for the year ended 31.03.2019 | The turnover of the company is Rs.63.53 crores and Profit After Tax is Rs.5.39 crores for the year ended 31.03.2019 | The turnover of the company is Rs.63.53 crores and Profit After Tax is Rs.5.39 crores for the year ended 31.03.2019 |
| Export performance | The company has achieved direct export turnover of Rs.11.02 crore for the year Ended 31.03.2019 | The company has achieved direct export turnover of Rs.11.02 crore for the year Ended 31.03.2019 | The company has achieved direct export turnover of Rs.11.02 crore for the year Ended 31.03.2019 | The company has achieved direct export turnover of Rs.11.02 crore for the year Ended 31.03.2019 |
| Foreign exchange collaborations & investments | The Company does not have any Foreign collaboration. | The Company does not have any Foreign collaboration. | The Company does not have any Foreign collaboration. | The Company does not have any Foreign collaboration. |

II-INFORMATION AMOUNT THE APPOINTEE

| Name of the Managerial Person and Designation | M. RAAJHENDHRAN MANAGING DIRECTOR | M. RAJARATHINAM WHOLE TIME DIRECTOR | M. RAVINDRAN WHOLE TIME DIRECTOR | M. REGHUNATHAN WHOLE TIME DIRECTOR |
|---|---|---|--|---|
| Background details: | He has been the Managing Director of the company since inception and adopts hands on style of management. With a modest beginning in the family business of a video publishing house and selling consumer electronics items and audiotapes, he has developed extensive knowledge on retail marketing. A visionary with strong business acumen, he formed this Company in the year 1994 and has been a major force behind the success of all channels. | He has been a Whole Time Director of the company since the date of incorporation. He has a long career in retailing of the contents and rights. He has, over a period of two decades, built and nurtured an extensive network of both domestic and overseas clients. He is actively involved in content acquisition for the Company's Channel and distributing the channels in various territories. | He 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 equipped with technical expertise in the entertainment field, he looks after the technical aspects of the Company's operation. | He has been a Whole Time Director of the company since the date of incorporation and has extensive selling experience in the video cassette distribution business. He heads the marketing efforts of both the Channels of the company and is also responsible for developing and maintaining relationships with corporate clients and leading advertisement agencies. |

| Name of the Managerial Person and Designation | M. RAAJHENDHRAN MANAGING DIRECTOR | M. RAJARATHINAM WHOLE TIME DIRECTOR | M. RAVINDRAN WHOLE TIME DIRECTOR | M. REGHUNATHAN WHOLE TIME DIRECTOR |
|---|--|---|--|--|
| Past Remuneration | Rs. 1,20,00,000/- per annum.(Rupees One Crore Twenty lakhs only) along with one month salary as performance incentive | Rs. 1,20,00,000/- per annum.(Rupees One Crore Twenty lakhs only) along with one month salary as performance incentive | Rs. 1,20,00,000/- per annum.(Rupees One Crore Twenty lakhs only) along with one month salary as performance incentive | Rs. 1,20,00,000/- per annum.(Rupees One Crore Twenty lakhs only) along with one month salary as performance incentive |
| Recognition or awards | Nil | Nil | Nil | Nil |
| Job profile and suitability | Subject to the superintendence, direction and control of the Board, strategic management and financial control of the Company is vested on the Managing Director. Mr. M. Raajhandran, Managing Director of the company is instrumental to the strategic decision and guidance to the entire team of Raj TV Team and has been responsible for monitoring the performance of the company on regular basis. | The Whole time Directors oversees the operations of the company on various aspects under the supervision of the Managing Director and Board of directors of the company. Mr. M. Rajarathinam, Whole Time Director of the company is actively involved in content acquisition for the Company's Channel and distributing the channels in various territories | The Whole time Directors oversees the operations of the company on various aspects under the supervision of the Managing Director and Board of directors of the company. Mr. Ravindran, equipped with technical expertise in the entertainment field, he looks after the technical aspects of the Company's operation. | The Whole time Directors oversees the operations of the company on various aspects under the supervision of the Managing Director and Board of directors of the company. Mr. Raghunathan, with strong client network and strategic plans, has developed business relationship with large number of corporate Houses and advertising clients across India and overseas. |
| Remuneration proposed | Rs. 1,20,00,000/- per annum.(Rupees One Crore Twenty lakhs only) along with one month salary as performance incentive | Rs. 1,20,00,000/- per annum.(Rupees One Crore Twenty lakhs only) along with one month salary as performance incentive | Rs. 1,20,00,000/- per annum.(Rupees One Crore Twenty lakhs only) along with one month salary as performance incentive | Rs. 1,20,00,000/- per annum.(Rupees One Crore Twenty lakhs only) along with one month salary as performance incentive |
| Comparative remuneration | The proposed remuneration is in line with the remuneration prevailing in the industry. | The proposed remuneration is in line with the remuneration prevailing in the industry. | The proposed remuneration is in line with the remuneration prevailing in the industry. | The proposed remuneration is in line with the remuneration prevailing in the industry. |
| 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. Besides, the remuneration proposed, Mr. M. Raajhendhran do not have any other pecuniary relationship with the Company. | He being promoter Directors is the relative of the whole time Directors & Managing Director. Besides, the remuneration proposed, Mr. M. Rajarathinam do not have any other pecuniary relationship with the Company. | He being promoter Directors is the relative of the whole time Directors & Managing Director. Besides, the remuneration proposed, Mr. M. Ravindran do not have any other pecuniary relationship with the Company. | He being promoter Directors is the relative of the whole time Directors & Managing Director. Besides, the remuneration proposed, Mr. M. Raghunathan do not have any other pecuniary relationship with the Company. |

III-OTHER INFORMATION

| Name of the Managerial Person and Designation | M. RAAJHENDHRAN MANAGING DIRECTOR | M. RAJARATHINAM WHOLE TIME DIRECTOR | M. RAVINDRAN WHOLE TIME DIRECTOR | M. REGHUNATHAN WHOLE TIME DIRECTOR |
|--|---|---|---|---|
| Reasons of loss or inadequate profits: | The Company proposes to give remuneration as minimum Remuneration within the limits as prescribed in the Schedule V of the Companies Act, 2013. The company is taking all steps and efforts to increase the profitability of the company by increasing the market share and to increase the advertisement revenue of the company. | The Company proposes to give remuneration as minimum Remuneration within the limits as prescribed in the Schedule V of the Companies Act, 2013. The company is taking all steps and efforts to increase the profitability of the company by increasing the market share and to increase the advertisement revenue of the company. | The Company proposes to give remuneration as minimum Remuneration within the limits as prescribed in the Schedule V of the Companies Act, 2013. The company is taking all steps and efforts to increase the profitability of the company by increasing the market share and to increase the advertisement revenue of the company. | The Company proposes to give remuneration as minimum Remuneration within the limits as prescribed in the Schedule V of the Companies Act, 2013. The company is taking all steps and efforts to increase the profitability of the company by increasing the market share and to increase the advertisement revenue of the company. |
| Steps taken/ to be taken for improvement | The Company has taken steps to Diversify the area of operation outside the state and improve the content, viewer ship and revenue. | The Company has taken steps to Diversify the area of operation outside the state and improve the content, viewer ship and revenue. | The Company has taken steps to Diversify the area of operation outside the state and improve the content, viewer ship and revenue. | The Company has taken steps to Diversify the area of operation outside the state and improve the content, viewer ship and revenue. |
| Expected increase in the productivity and profit in measurable terms | Company Expects 25% growth as against year ended 31.03.2020 | Company Expects 25% growth as against year ended 31.03.2020 | Company Expects 25% growth as against year ended 31.03.2020 | Company Expects 25% growth as against year ended 31.03.2020 |

IV- DISCLOSURE:

- The remuneration payable to Mr. M. Raajhendhran , Mr. M. Rajarathinam ,Mr. M. Ravindran & Mr. M. Reghunathan are detailed in the resolution.
- payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of the company during the board meeting held on 18th May, 2019;
- Considering their experience and contribution by them towards the company's workings in all these years the remuneration proposed by the Board of directors of the company is considered moderate when compared with other media companies and hence the company recommended the proposed resolution for your consideration and approval.
- These details may also be treated as the abstract of the terms and conditioned for the appointment of the Managing Director and Whole Time Director in compliance of Schedule V of the Companies Act, 2013 .
- Mr. M. Raajhendhran , Mr. M. Rajarathinam ,Mr. M. Ravindran , Mr. M. Raghunathan & Mrs Vijayalakshmi Raveendran are deemed to be interested in the resolutions.

ANNEXURE TO ITEMS 5, 6 AND 7 OF THE NOTICE

Details of Directors seeking appointment/re-appointment at the 25th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

| Name of the Director | Shri A Kaliyamurthy (DIN: 0008264539) | S. VENKATESWARAN (DIN:06988766) | MOHAN KAMESWARAN (DIN 00562832) |
|---|--|------------------------------------|------------------------------------|
| Date of Birth | 30.10.1952 | 22.05.1959 | 30.01.1955 |
| Age | 67 | 60 | 64 |
| Date of first Appointment on the Board | 29.10.2018 | Not applicable | 14.06.2007 |
| Date of Appointment on the Board current tenure | 29.10.2018 | Not applicable | 30.09.2014 |

| Name of the Director | Shri A Kaliyamurthy (DIN: 0008264539) | S. VENKATESWARAN (DIN:06988766) | MOHAN KAMESWARAN (DIN 00562832) |
|--|--|---|---|
| Qualification | Retired from police Service. Graduate. | Company Secretary (FCS) , Bachelor of Law , Bachelor of General Law , Master of Commerce | Doctor – MBBS ,MS ,FRCS |
| Brief resume including Experience | <p>Sri.A. KaliyaMurthy has rendered incredible service in the TamilNadu Police Services for over 35 years in different roles and assignments at Trichy, Coimbatore & Chennai. Sri.A.Kaliya Murthy , who hails from Budalur, Thanjavur District, had his humble beginnings in a farmers family. In the All India police duty meet and shooting competitions held at Nasik (1980), Lucknow (1982), Kashmir (1985) Mr.Kalimurthy represented Tamil Nadu and won hat trick Gold Medals thus bringing laurels and honours to the state of Tamilnadu.150 Good Service Entries and 37 Meritorious Service Entries in the records of the police department stands testimony to his sincerity and conviction. In 2001, Sri Kaliyamurthy due to his concerted efforts, arrested two culprits risking his own life and was awarded the Gallantry Medal by the then Tamilnadu, Chief Minister.Awards won are President's award for meritorious service (2008)</p> <p>In the All India police duty meet and shooting competitions held at Nasik (1980), Lucknow (1982), Kashmir (1985) Mr.Kalimurthy represented Tamil Nadu and won hat trick Gold Medals thus bringing laurels and honours to the state of Tamil Nadu. Gallantry Medal by the then Tamilnadu Chief Minister (2001)</p> | <p>He is Fellow member of the Institute of Company Secretaries of India and has 3 decades of experience in Legal , Corporate Management and administration , compliance , policy making for the company and audit services. He is a Designated Partner in a professional firm M/s. SVVS & ASSOCIATES COMPANY SECRETARIES LLP, Head Quartered at Mumbai with branches in Chennai, Delhi and Hyderabad since 2015.</p> | <p>Shri. Mohan Kameswaran was born in the south Indian state of Tamil Nadu and graduated in medicine from Madras Medical College in 1976. He continued his studies at the Institute of Otorhinolatyngology, Chennai to secure a post graduate specialization (MS) in Otorhinolaryngology in 1981, after which he obtained the Fellowship of the Royal College of Surgeons of Edinburgh (FRCS). Later, he worked at the King Saud University, Saudi Arabia as the ENT Professor for a while. In 1996, he established Madras ENT Research Foundation (MERF) and, ten years later, the MERF Institute of Speech and Hearing (MERF-ISH) in 2006 at Mandavelli, a suburban town of Chennai. The institution, has in-patient facility for ENT related treatment and conducts courses such as Bachelor of Audiology And Speech Language Pathology (BASLP), Master of Audiology And Speech Language Pathology (MASLP), and Post Graduate diploma courses, in addition to offering research facilities leading to PhD, in affiliation with Tamil Nadu Dr. M.G.R. Medical University. He is associated with the Rajah Muthiah Medical College as a visiting professor and the Tamil Nadu Dr. M.G.R. Medical University as an adjunct professor.</p> |
| Expertise in specific functional areas | <p>Shri R Rajagopalan has over 5 decades of experience in the Administration, Law & order, Staff selection and recruitments, public administration. He has held various positions over his functional area as an IPS officer and was the Ex DGP for Tamil Nadu State.</p> | <p>He is Fellow member of the Institute of Company Secretaries of India and has 3 decades of experience in Legal , Corporate Management and administration , compliance , policy making for the company and audit services</p> | <p>Shri Mohan Kameswaran, is the Managing Director & Senior Consultant of Madras ENT Research Foundation (P) Ltd, Honorary Professor, Department of ENT, SRM Medical College Hospital & Research Centre, Kattankulathur and Honorary Senior Lecturer, Edge Hill University, Ormskirk, Lancashire, UK. He was formerly the Adjunct Professor of The TamilnaduDr. M.G.R Medical University, Chennai. He has over 5 decades of experience in the Medicine Administration, Manpower management has held various positions over his functional area.</p> |
| Other Directorships as at 30.09.2019 | NII | NII | Managing Director of Madras ENT Research Foundation (P) Ltd |

| Name of the Director | Shri A Kaliyamurthy (DIN: 0008264539) | S. VENKATESWARAN (DIN:06988766) | MOHAN KAMESWARN (DIN 00562832) |
|--|---|--|--|
| Relationship with other Directors, managers, and the Key managerial Personnel of the Company | NII | NII | NII |
| No. of board meeting attended during the year | 2 | Not Applicable | 2 |
| Terms and conditions of appointment or reappointment including remuneration | Appointed as Independent Director for a term of five years with effect from the conclusion of this annual general meeting till the date of annual general meeting to be held for the Financial year 2023-2024 (YE 31st March 2024) and not liable to retire by rotation, subject to approval of shareholders. As an independent director, he is entitled to a sitting fee of Rs.30000 for each meeting and Rs.15000/- for each committee meeting. During the FY 2018-19, he was paid Rs.60,000/- as sitting fees for his attending the Board meetings. | Proposed to Appointed as Independent Director for a term of five years with effect from with effect from the conclusion of this annual general meeting till the date of annual general meeting to be held for the Financial year 2023-2024 (YE 31st March 2024) and not liable to retire by rotation, subject to approval of shareholders. As an independent director, he is entitled to a sitting fee of Rs.30000 for each meeting and Rs.15000/- for each committee meeting. | Appointed as Independent Director for a term of five years with effect from with effect from the conclusion of this annual general meeting till the date of annual general meeting to be held for the Financial year 2023-2024 (YE 31st March 2024) and not liable to retire by rotation, subject to approval of shareholders. As an independent director, he is entitled to a sitting fee of Rs.30000 for each meeting and Rs.15000/- for each committee meeting. During the FY 2018-19, he was paid Rs.60,000/- as sitting fees for his attending the Board meetings. |
| No. of equity Shares held in the company (As on 30 th June, 2019) | NII | NII | NII |

Regd. Office:
32, Poes Road, IInd St, Teynampet,
Chennai-600 018

Place : Chennai
Date: 10th August 2019

By Order of the Board of Directors

Joseph Cheriyan
Company Secretary and
Compliance Officer