

## **NOTICE**

Notice is hereby given that the **Twenty Eighth (28) Annual General Meeting** of the Equity Shareholders of Raj Television Network Limited (“the Company”) will be held on **Friday, September 30, 2022, at 10 a.m.** IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at No.32, Poes Road, Second Street, Teynampet, Chennai – 600018, Tamil Nadu.

## **ORDINARY BUSINESS**

### **1. Adoption of Audited Standalone Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the Company prepared under Indian Accounting Standards (Ind-AS) as on a standalone basis, for the financial year ended March 31, 2022, including the Balance Sheet and the Statement of Profit & Loss Account for the financial year ended on that date, and the Reports of the Board of Directors and Auditors thereon.

### **2. Appointment of Director who retires by rotation.**

To appoint a director in place of Shri. M Rajarathnam, (Holding DIN: 00839174), who retires by rotation and being eligible, offers himself for re-appointment.

### **3. Appointment of Statutory Auditors in place of retiring Auditors:**

To appoint Statutory Auditors in place of Auditors retiring on rotational basis and fix their remuneration by passing, with or without modification(s), the following resolution as an **Ordinary Resolution.**

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, the retiring auditors M/s. N. Naresh & Co., Chartered Accountants, Chennai – 600 002 (Firm Registration No. FRN 011293S), the retiring auditors, be and are hereby re-appointed as Statutory Auditors of the Company, for a period of Five (05) years to hold office from the conclusion of this Annual general meeting until the conclusion of 33RD Annual General meeting to be held in the year 2027 with such appointments being subject to ratification at every annual general meeting at a remuneration plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit, to be decided by the Board of Directors of the Company in consultation with the statutory auditors of the company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), be authorised on behalf of the Company, including but not limited to determine role and responsibilities/scope of work of the Statutory Auditors, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Accounting Standards or the Companies Act, 2013 or Rules framed thereunder or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other requirements resulting in any change in the scope of work, etc., without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this Resolution.”

## **SPECIAL BUSINESS**

4. **To consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution: Appointment of Smt.Bharathi Sridhar , (holding DIN 09354983) as an Independent Director of the company:**

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Smt Bharathi Sridhar, (holding DIN 09354983) who was appointed as an Additional Director of the Company by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee with effect from 12<sup>th</sup> November 2021 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Act proposing his candidature for the office of a 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 till the date of annual general meeting to be held for the Financial year 2026-2027 (YE 31st March 2027).”

**5. 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, 2021 and March 31, 2022, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**NOTES:**

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021 and Circular No. 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/ 2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (“SEBI Circular”), physical attendance of the Members to the EGM/AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) during the calendar year 2022. The Board of Directors of the Company has decided to adopt the above guidelines issued by Ministry of Corporate Affairs and SEBI in conducting Annual General Meeting of the Company. Accordingly, in compliance with the provisions of the Companies Act, 2013 (‘Act’), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), MCA Circulars and SEBI Circular, 28<sup>th</sup> AGM will be held through VC/OAVM only. Hence, Members can attend and participate in the ensuing Annual General Meeting through VC/OAVM, which may not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this 28<sup>th</sup> AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 28<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of Special Business(s) is attached herewith

5. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment / re-appointment at the Annual General Meeting, form an integral part of the notice. The Director has furnished the requisite declaration for his appointment / re-appointment.
6. The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants, with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advice any change in their address immediately to the Company / Registrar and Share Transfer Agent, M/S Cameo Corporate Services Limited, Chennai.
8. Corporate / Institutional Members (Corporate / FLS / FLLS / Trust / Mutual Funds / Banks, etc.) are required to send scanned copy (PDF format) of the relevant Board resolution authorizing the representative to attend the AGM through VC and vote either through remote e-voting or voting during the AGM. The said Board resolution shall be sent to the Scrutinizer through e-mail to comp\_sec@rajtvnet.in with a copy to helpdesk.evoting@cdslindia.com. The file scanned image / pdf file of the Board Resolution should be in the naming format "Corporate Name EVSN No"
9. Equity Dividend for the Financial Year ended March 31, 2016, which remains unpaid and unclaimed, will be due for transfer to the Investor Education and Protection Fund (IEPF) of the Central Government in November 2022. Members who have not en-cashed their dividend warrants for the financial year 2015-16 or any subsequent financial years, are requested to lodge their claims with the Company's Registrar and Share Transfer Agent
10. Members may further note that, pursuant to Section 124 of the Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all shares on which dividend remains unclaimed for 7 (seven) consecutive years or more have been, and shall be liable to be transferred to IEPF Authority. Members are further advised that in terms of applicable provisions of the Act and IEPF Rules, Unclaimed Dividends and shares transferred to IEPF Authority can be claimed from the IEPF Authority after following the process prescribed in the said Rules.
11. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent, M/s. M/S Cameo Corporate Services Limited, Chennai. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
12. In accordance with Regulation 40 of the Listing Regulations, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, any Member who is desirous of transferring shares (which are held in physical form) can do so only after the shares are dematerialized. Members holding equity shares in physical form are therefore urged to have their shares dematerialized at the earliest and contact their Depository Participant for this conversion.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent, M/S Cameo Corporate Services Limited, Chennai.
14. Shri V Nagarajan, Proprietor, M/s. V Nagarajan & Co., Practicing Company Secretary (Membership No. 5626) has been appointed as the Scrutinizer to scrutinize the e-voting and Insta Poll process in a fair and transparent manner.
15. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will declare results within two working days of the conclusion of the meeting make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.rajtvnet.in](http://www.rajtvnet.in). The results shall simultaneously be communicated to the Stock Exchanges (SE's).

## **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE**

- I. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.rajtvnet.in](http://www.rajtvnet.in), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
- II. **For receiving all communication (including Annual Report) from the Company electronically:**
  - a. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company's Registrar and Share Transfer Agent, M/S Cameo Corporate Services Limited, Chennai Subramanian Building, #1, Club House Road, Chennai 600 002 - India. 91-44 - 2846 0390 or by sending an e-mail request to them at their e-mail ID: [agm@cameoindia.com](mailto:agm@cameoindia.com), along with signed scanned copy of the request letter providing the e-mail address, mobile number, self-attested copy of PAN Card and share certificate.
  - b. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
- III. The Company is sending through e-mail, the AGM Notice and the Annual Report to the Members whose name is recorded as on Monday, 3<sup>rd</sup> September 2022 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories

## **16. VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- II. However, in pursuant to SEBI circular the "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- III. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- IV. The remote e-Voting period commences from **Tuesday, September 27, 2022, at 9.00 am and will end on Thursday, September 29, 2022 at 5.00 pm.**
- V. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- VI. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

- VII. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
- Step.1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode,
  - Step.2: Access to CDSL e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
  - Step.3: Access to join virtual meetings (e-AGM) of the Company on CDSL system to participate e-AGM and vote at the AGM.
- 17 All documents referred to in this Notice and other statutory registers are open for inspection by the Members online during the AGM through video conference.
- 18 Instructions for e-voting and joining the AGM through VC / OAVM are as detailed herewith.

**Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easy / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System My easy. 2) After successful login the Easy / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the information provided by company. On clicking the e voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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. 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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (v) Click on the EVSN for the relevant **Raj Television Network Limited** on which you choose to vote.
  - (vi) 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.
  - (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - (viii) 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.
  - (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - (xi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot entering the details as prompted by the system.
  - (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
    - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [comp\\_sec@rajtvnet.in](mailto:comp_sec@rajtvnet.in) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
    - Any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.
    - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## **SHAREHOLDER INSTRUCTIONS FOR E-VOTING**

### **CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee

- and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  3. The voting period begins on **27.09.2022 and ends on 29.09.2022** 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 **23.09.2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  4. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  5. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
  6. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**ANNEXURE TO NOTICE CALLING 28TH ANNUAL GENERAL MEETING**  
**Explanatory Statement Pursuant to section 102 of the Companies Act, 2013**

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statements are Set out all material facts relating to the business(s) mentioned in the Notice

**For Item No. 3 of the Notice calling the AGM**

Though not mandatory, this statement has been provided on a voluntary basis-Pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, an audit firm can act as auditors of a listed company for a maximum tenure of two terms of five consecutive years. For the purpose of recoking this limit, the existing tenure of auditors need to be taken into account. M/s Naresh & Co., the existing statutory auditors of the company have completed the first term of 5 years tenure as stipulated, and their term of office comes to an end with the conclusion of this annual general meeting. They along-with its network firms audit several large listed and private companies across diverse market segments including Industrial, Infrastructure, Consumer Products, Financial Services, Technology, Media and Entertainment, Telecommunications and Professional Services. Being eligible for appointment under the provisions of the Act, they have furnished their

consent to act as the Statutory Auditors, in terms of provisions of the Act and also provided a certificate to the effect that their appointment, if made, shall be in accordance with the conditions laid down and that they satisfy the criteria prescribed under Section 141 of the Act. The Board of Directors, on the recommendation of the Audit Committee, at its meeting held on 12<sup>th</sup> August 2022 proposed the appointment of **M/s. N. Naresh & Co.**, Chartered Accountants, as the Statutory Auditors of the company for a period of 5 years from the conclusion of this Annual General Meeting. Accordingly as per the afore said requirements of the provisions of the Companies Act, 2013 and on recommendation of the Audit Committee, the Board of Directors have recommended for consideration at the Annual General Meeting the re-appointment of **M/s. N. Naresh & Co.**, Chartered Accountants (Firm Registration No. FRN:011293S) as the Statutory Auditors, to hold office from the conclusion of this Annual general meeting until the conclusion of 33<sup>rd</sup> Annual General meeting for the year to be held in the year 2027 at such remuneration to be determined by the Board of Directors of the Company, subject to ratification by members of their appointment and payment of remuneration to them at every annual general meeting if so required by the Companies Act, 2013. **M/s. N. Naresh & Co.**, Chartered Accountants, Chennai have provided requisite consent and certifications under Section 139 of the Companies Act, 2013.

**For Item No. 4 of the Notice calling the AGM-Appointment of Smt. Bharathi Sridhar, (DIN 09354983) as an Independent Director of the company**

Smt. Bharathi Sridhar, (holding DIN 09354983) 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 12<sup>th</sup> November, 2021. 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 General meeting or the last date on which the Annual General meeting for the financial year 2021-22 should have been held, whichever earlier. Further the Company has received a notice in writing from a Member signifying his intention to propose Smt. Bharathi Sridhar 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 Smt. Bharathi Sridhar for the post of the Independent directorship of the company by the shareholders at this Extra Ordinary General meeting of the company for a period of five years with effect from the conclusion of this general meeting till the date of annual general meeting to be held for the Financial year 2026-2027 (YE 31<sup>st</sup> March 2027). In the Opinion of the Board and Based on the declaration of Independence submitted by Smt. Bharathi Sridhar, 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 3 for your approval.

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

**For Item No. 5 of the Notice calling the AGM .Ratification of remuneration paid/payable to cost auditor for the financial year 2022-2023 & 2021-2022**

At the meeting held on 14<sup>th</sup> February 2022 your Board had, after reviewing confirmation received and based on the recommendations of the Audit Committee, approved the appointment of as Cost Auditors of the Company ("Cost Auditors") for FY 2022-2023 at a remuneration of Rs. 75,000/- (Rupees Seventy-five thousand only) plus taxes and reimbursement of out of pocket expenses at actuals. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, ratification by the Shareholders is sought for the remuneration payable to the Cost Auditors for FY 2022-2023 and for remuneration paid /payable for financial year 2021-2022. None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the resolution. The Board recommends the Ordinary Resolution as set out in Item No. 4 for approval by the Members.

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AND SEEKING FIXATION OF REMUNERATION AT THE FORTHCOMING ANNUAL GENERAL MEETING**

Details of Directors seeking appointment/re-appointment at the 28<sup>th</sup> AGM to be held on September 30, 2022 (pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings) & the additional information as required, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

Regd. Office:  
32, Poes Road,  
IInd St, Teynampet,  
Chennai-600 018  
Date: 12<sup>th</sup> August , 2022

By Order of the Board of Directors

**Joseph Cheriyan**  
Company Secretary and Compliance Officer

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**ANNEXURE TO ITEMS 3 OF THE NOTICE**

**Details of Directors seeking appointment at the Extra General Meeting in pursuance of provisions of the Companies Act, 2013 Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 –**

<b>I. General information:</b>	
Nature of industry	Media and entertainment
Date of commencement of commercial production	The company commenced its operation w. e. f. 14 <sup>th</sup> October 1994.
Financial performance of the company	The turnover of the company is Rs. 69.63 crores and Profit After Tax is Rs.1.08 crore for the year ended 31.03.2022
Export performance	The company has achieved direct export turnover of Rs.71 lakhs for the year Ended 31.03.2022
Foreign exchange collaborations & investments	The Company does not have any Foreign collaboration.
<b>II. Information about the appointee:</b>	
Name of the director	M. Rajarathinam whole time director (DIN :00839174)
Date of Birth	16.11.1952
Age	70
Date of first Appointment on the Board	03.06.1994
Date of Appointment on the Board current tenure	01.04.2021
Qualification	Entrepreneur
Brief resume including Experience	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 and half 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.
Expertise in specific functional areas	Expertise in Satellite Pay TV channels Distribution over domestic and international platforms including IPTV and OTT. Knowledge & understanding of Digital Content Legal agreements. Multiple years' experience with large Content Provider Contracts both TV & Movie services. 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.
Other Director ships as at 01.09.2022	Vissa Television network limited
Chairmanship/Membership Committees in Companies in which position of Director is held	nil
Relationship with other Directors, managers, and the Key managerial Personnel of the Company	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).
No. of board meeting attended during the year 01.04.2021-31.03.2022	<b>5</b>
Job profile and suitability	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
Date of first appointment on the Board	He was appointed as Chairman and Managing Director of the Company on June 3, 1994.
Shareholding in the Company as on March 31, 2022	5863808 Equity shares
Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any:-	He being promoter Directors is the relative of the whole time Directors & Managing Director. Besides, the remuneration proposed, Mr. M. Rajarathinam does not have any other pecuniary relationship with the Company.

**ANNEXURE TO ITEMS 4 OF THE NOTICE**

**A. Brief Profile: Smt. Bharathi Sridhar, (holding DIN 09354983)**

Name of the Director	Smt. Bharathi Sridhar, (holding DIN 09354983)
Date of Birth	January 5, 1968
Age	54
Date of first Appointment on the Board	12-11-2021
Date of Appointment on the Board current tenure	12-11-2021
Qualification	Graduate in English Literature (1988)
Brief resume including Experience	A seasoned astro counselor having a flair for voicing opinions and predictions including on various mass media platforms for the last 15 years.
Expertise in specific functional areas	Smt. Bharathi Sridhar has over A decade of experience in the Media and Entertainment industry
Other Director ships as at 24/03/2022	nil
Chairmanship/Membership committees in Companies in which position of Director is held	nil
Relationship with other Directors, managers, and the Key managerial Personnel of the Company	nil
No. of board meeting attended during the year.	3
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 general meeting till the date of annual general meeting to be held for the Financial year 2026-2027 (YE 31st March 2027) 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.
No. of equity Shares held in the company (As on 24-03-2022)	<u>Nil</u>

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