



NOTICE TO THE MEMBERS

NOTICE is hereby given that the **Twenty Ninth (29th) Annual General Meeting** of M/s Raj Television Network Limited will be held on Saturday, September 30, 2023, at 11.00 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. To Consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023, along with the reports of the Board of Directors and Auditors thereon:

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

"RESOLVED THAT the Audited Financial Statements, Reports of the Auditors on the Financial Statements and Reports of the Board of Directors on the Financial Statements for the Financial Year ended 31st March, 2023, as circulated to the shareholders be and are hereby adopted."

2. To appoint Mrs. R Vijayalakshmi (DIN: 00716224), who retires by rotation, as a Director of the Company:

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

"RESOLVED THAT Mrs. R Vijayalakshmi (DIN: 00716224) Non-Executive Non-Independent Woman Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Non-Executive Non-Independent Woman Director of the Company."

SPECIAL BUSINESS

3. Ratification of Remuneration to 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 along with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), payment of remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty-five Thousand Only) plus applicable taxes and re-imbursalment of the out of pocket expenses to M/s S Subhashini, Cost Accountant in practice with Firm Registration Number: 100482 and Membership No.: 22904, having office at H1, Vijayashanthi Courtyard, No. 27, Pycrofts Garden Lane, Pycrofts Garden, Nungambakkam, Chennai- 600006, for conducting the audit of cost records of the company for the Financial Year ending March 31, 2024, as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

4. Appointment of Dr SUBRAMIAM MUTHIAH BALAJI , (DIN: 02478761) as a Non-Executive Independent Director of the company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV of the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Dr SUBRAMANIAM MUTHIAH BALAJI, (DIN 02478761), a Non-Executive Independent Director who was

appointed as an Additional Director of the Company by the Board of Directors on 30th August, 2023 through a circular resolution passed on 30th August, 2023, who holds office up to the date of this Annual General Meeting, also who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years from 30th August, 2023 to 30th August, 2028.”

//By order of the Board//

For Raj Television Network Limited

Place: Chennai

Namratha K

Date: 30th August, 2023

Company Secretary

Notes:

IMPORTANT NOTES

1. The Ministry of Corporate Affairs vide its Circular No. 10/2022 dated December 28, 2022 read with Circular No. 02/2022 dated May 05, 2022 read with Circular No. 21/2021 dated December 14, 2021 read with Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020, Circular No.14/2020 dated April 8, 2020 read with Circular No.17/2020 dated April 13, 2020 allows conducting of Annual General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is appended herewith and also available at the Company's website: www.rajtvnet.in.
2. Since this 29th AGM is being conducted through VC / OAVM pursuant to the MCA Circulars, the facility of appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. The Register of Members and Share Transfer Books will remain closed from Sunday, the 24th September, 2023 to Saturday 30th September, 2023 (both days inclusive) on account of the Annual General Meeting and to determine the entitlement of the shareholders for remote e-voting
4. Body Corporate Members/ Institutional Members (Corporate / FLS / FLLS / Trust / Mutual Funds / Banks, etc.) are requested to send to the Company a certified Board Resolution/ Power of Attorney authorising their representative to attend and vote in the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Board resolution shall be sent to the Scrutinizer through e-mail at email id csnaga2@gmail.com 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".
5. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 which sets out details relating to the Special Business(s) is annexed hereto.
6. Disclosure pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 (SS-2) with respect to the Director seeking reappointment at the forthcoming Annual General Meeting is appended to this Notice.
7. The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited

8. 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 advise any change in their address immediately to the Company through email to comp_sec@rajtvnet.in / Registrar and Share Transfer Agent, M/S Cameo Corporate Services Limited, Chennai at email id investor@cameoindia.com

UN-CLAIMED DIVIDEND RELATED INFORMATION

9. Members who have not encashed their Dividend warrants/ Demand Drafts pertaining to the dividend declared as mentioned in the below table are advised to write to the Company/ RTA immediately, claiming the dividends declared by the Company. The details of unpaid dividends that are due to for transfer to the Investor Education and Protection Fund (IEPF) along with due dates are furnished below. As per the provisions of Section 124(6) of the Companies Act, 2013 read along with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF. The shareholders are entitled to claim the shares and the dividend transferred to IEPF in accordance with such procedure and on submission of such documents as prescribed in the IEPF Rules, 2016.

S. No.	Nature of Dividend	Date of Declaration of Dividend	Due Date for Transfer to IEPF
1.	Final Dividend	29 th September, 2016	05 th November, 2023
2.	Final Dividend	27 th September, 2019	03 rd November, 2026

10. Final Equity Dividend declared 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 on or after the 05th November 2023. 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 through an email to the email id investor@cameoindia.com. Members may further note that your Company has issued notice dated 01st August, 2023 to the shareholders whose shares are liable to be transferred to the Investor Education and Protection Fund who have not claimed their dividend warrants for the Financial Year 2015-16 and whose unclaimed dividend has already been transferred to Investor Education and Protection Fund.

11. In terms of extant provisions of IEPF Rules, the Company has uploaded the information pertaining to the Unclaimed Dividend in respect of the dividend declared as mentioned in the above table on the website of the Company www.rajtvnet.in under "Investors Relations".

MANDATORY FURNISHING OF PAN, KYC DETAILS & NOMINATION BY HOLDERS OF PHYSICAL SECURITIES:

12. As an ongoing measure to enhance the ease of doing business for investors in the securities market, SEBI through its circular dated March, 16, 2023 in supersession of its earlier Circulars dated 03rd November, 2021 and 14th December, 2021 provides revised common and simplified norms for processing investor's service request by RTAs and norms for mandatory furnishing of PAN, KYC details and Nomination including the fillable forms are hosted on the Company's Website www.rajtvnet.in under "Investors Relations".

In this connection the Company has issued reminder letters to all shareholders holding shares in physical, who have not updated any of the above said details. The RTAs shall not process any service requests or complaints received from the holder(s)/ Claimant(s), till PAN, KYC and Nomination documents/ details are received. It is also to be noted that the Folio numbers of the holders of physical shares where in any of the above mentioned documents/ details are not available on or after 01st October, 2023 shall be frozen by the RTA and with effect from April 01, 2024 any dividend payment with respect to such frozen folios will be only through electronic mode only upon complying with the requirements of updation of all the details by the Investor as said above. Further, such frozen folios would be referred under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

13. Pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated 25th January 2022, any request for effecting transfer, transmission or



transposition of shares will be processed only in demat form. Therefore, the Company advises you to take steps for dematerializing your shareholding in the Company

14. 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.

15. 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.

16. The Company has designated an exclusive e-mail id viz. comp_secr@rajtvnet.in and redressal@rajtvnet.in to enable investors to register their complaints / queries, if any.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE

17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 05, 2023, Notice of the AGM along with the Annual Report 2022-23 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and the same shall be uploaded on the website of the Company at www.rajtvnet.in. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the VC / OAVM facility, Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. For any further communication, the shareholders may also send requests to the Company Secretary through email to the mail id comp_secr@rajtvnet.in.

18. 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, Contact details: 91-44 - 2846 0390 along with signed scanned copy of the request letter (in Form ISR-1) 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.

c. The Company is sending through e-mail, the AGM Notice and the Annual Report to the Members whose name is recorded as on Friday, 01st September 2023 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories.

19. The Members can join the EGM/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/AGM 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/AGM without restriction on account of first come first served basis.

20. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

21. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and



Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

22. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rajtvnet.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

23. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

24. The voting period begins on Tuesday, September 26, 2023 at 09.00 A.M. and ends on Friday, September 29, 2023 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, September 23, 2023 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

25. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

26. 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.

27. 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.

28. 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

29. 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.

30. 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
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>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 Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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: https://eservices.nsd.com 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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>
<p>Individual Shareholders (holding securities</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</p>



in demat mode) login through their Depository Participants (DP)	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 & voting during the meeting.
--	--

31. **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.

32. **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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

33. 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.
- 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 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.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- a. After entering these details appropriately, click on "SUBMIT" tab.
- b. 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.

- c. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- d. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- e. 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.
- f. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- g. 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.
- h. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- i. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- j. 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.
- k. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(ii) **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 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.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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/ EGM 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/EGM.
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 atleast **03 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at comp_sec@rajtvnet.in . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **03 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at comp_sec@rajtvnet.in. 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 may 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 Aadhaar 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.**

If you have 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 or contact at toll free no. 1800 22 55 33.

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 or call toll free no. 1800 22 55 33.

General

- a. The remote e-voting period commences on Tuesday, September 26, 2023 at 09.00 A.M. and ends on Friday, September 29, 2023 at 05.00 P.M. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date i.e., Saturday, September 23, 2023 only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting. The remote e-voting module shall be blocked by CDSL for e-voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. After dispatch of the notice, any person who acquires shares of the Company as on the cut-off date i.e., Saturday, September 23, 2023 may obtain the login id and password by sending an email to investor@cameoindia.com or comp_sec@rajtvnet.in or helpdesk.evoting@cdslindia.com by monitoring their Folio No./DP ID and Client ID No. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and Password for casting your vote.

c. The voting rights of a member shall be in proportion to his shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Saturday, September 23, 2023.

d. M/s V Nagarajan & Co., practising Company Secretary, Chennai represented by Mr. V Nagarajan has been appointed as the Scrutiniser to scrutinise the voting process (electronically or otherwise) in a fair and transparent manner.

e. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting, and there after unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than two days after the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

f. The results declared along with the Scrutiniser's report shall be placed on the Company's website www.rajtvnet.in and website of CDSL <http://www.evotingindia.com> and also forward the same to the Stock exchanges NSE and BSE, where the Company's shares are listed.

ANNEXURE TO NOTICE CALLING 29TH ANNUAL GENERAL MEETING

Explanatory Statement Pursuant to section 102 of the Companies Act, 2013

Statement of material facts pursuant to Section 102 of the Companies Act, 2013 and Additional information on director recommendation for appointment /re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

For Item No. 3:- Ratification of Remuneration to Cost Auditor

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 25th May, 2023, approved the appointment of M/s S Subhashini, Cost Accountant in practice with Firm Registration Number: 100482 and Membership No.: 22904, as the Cost Auditor of the Company for the Financial Year 2023-24.

As per the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the Members is sought by way of Ordinary Resolution as set out in Item No. 3 of the Notice to ratify the remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty-Five Thousand Only) plus applicable taxes and re-imbusement of out of pocket expenses to M/s S Subhashini, Cost Accountant in practice with Firm Registration Number: 100482 and Membership No.: 22904, Cost Auditor of the Company for the Financial Year 2023-24 which have been duly approved by the Board of Directors after considering the recommendation made by the Audit Committee of the Company at the meeting held on 25th May, 2023.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested either financially or otherwise, in the resolution set out in Item No. 3. In terms

//By order of the Board//

For Raj Television Network Limited

Place: Chennai

Date: 30th August, 2023

-Sd-

Namratha K

Company Secretary

ANNEXURE TO NOTICE

THE INFORMATION IN RESPECT OF ITEM NO. 2, IN ACCORDANCE WITH REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ABOUT THE DIRECTOR SEEKING RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING ARE FURNISHED HEREUNDER:

Particulars	Item No. 2
Name of the Director	Mrs. Raveendran Vijayalakshmi
DIN	00716224
Date of Birth, Age	04.02.1965, 58 years
Date of first appointment on the Board	Worked in the company as a director from 1999 to 2006 and further appointed as director by members during the AGM held on 30.09.2014 as woman director of the company w.e.f 01.10.2014
Qualification	Graduate
Nature of expertise in specific functional areas	She has more than two decades of experience in business management and administration. She holds Directorship in various companies and her vast experience and expertise will support the growth of the Company.
List of other Listed/ Public Companies in which Directorship held	Mrs Raveendran Vijayalakshmi is a Whole Time Director in M/s Vissa Television Network Limited.
Chairman/ Member of the Committee of the Board of Director of the Company	She is acting as the Presiding Officer of the "Woman's Grievance Redressal Committee/Internal Complaints Committee" constituted as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
Listed entities from which resigned in the past three years	Nil
Chairman/ Member of the Committee of the other Listed/ Public companies in which he/she is a Director	Nil
Number of shares held in the Company (both owned or held by/for other persons on a beneficial basis) as on March 31, 2023	30,00,400 Equity Shares
Relationship with other Directors , Manager and other Key Managerial Personnel of the Company	She is related to existing whole-time directors, relatives who are in employment with the company and the Managing Director of the company
Number of meetings attended during the year	5
Not debarred from holding office by any order of SEBI or any other authority	

THE INFORMATION IN RESPECT OF ITEM NO. 4, IN ACCORDANCE WITH REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ABOUT THE DIRECTOR SEEKING APPOINTMENT IN THIS ANNUAL GENERAL MEETING ARE FURNISHED HEREUNDER:

Particulars	Item No. 4
Name of the Director	Dr SUBRANIAM MUTHIAH BALAJI
DIN	DIN: 02478761
Date of Birth, Age	05/04/1962
Date of first appointment on the Board	30.08.2023
Qualification	M.D.S., PhD., D.Sc.



Nature of expertise in specific functional areas	<p>Dr SM Balaji is an acclaimed Oral and Maxillofacial Surgeon. He has over 28 years of experience performing more than 20,000 surgeries. Dr S M Balaji is world renowned for his cleft lip and palate surgeries. He has introduced many innovations into cleft repair surgery. These innovations have become accepted the world over by leading cleft surgeons. Dr SM Balaji has rehabilitated over 1000 syndromic children with complex surgeries. The seamless adaptation of technology with innovation is the hallmark of his surgeries.</p> <p>He has also received the “B C Roy National award.” This is the highest award of the Medical Council of India. An orator par excellence, he has also delivered various prestigious orations. He has delivered the prestigious Ginwallah Oration. This is an honour given by the Indian Association of Oral and Maxillofacial Surgery. He has also delivered the esteemed Dr R Ahmed Oration of the Indian Dental Association.</p> <p>Dr. SM Balaji has also won the highest scientific “Prof David Precious Award. The award was for his research work on protein-guided tissue engineering for cleft surgery. This was at the 12th World Cleft and Craniofacial Congress in Leipzig, Germany. The world-renowned Cranio-maxillofacial surgeon, Prof Kenneth Salyer presented this award. This is the highest award of the acclaimed International Cleft Lip and Palate Foundation (ICPF).</p>
List of other Listed/ Public Companies in which Directorship held	Nil
Chairman/ Member of the Committee of the Board of Director of the Company	Nil
Listed entities from which resigned in the past three years	Nil
Chairman/ Member of the Committee of the other Listed/ Public companies in which he/she is a Director	Nil
Number of shares held in the Company (both owned or held by/for other persons on a beneficial basis) as on March 31, 2023	Nil
Relationship with other Directors , Manager and other Key Managerial Personnel of the Company	Nil
Number of meetings attended during the year	NA
Not debarred from holding office by any order of SEBI or any other authority	

//By order of the Board//

For Raj Television Network Limited

-Sd-

Namratha K

Company Secretary

Place: Chennai

Date: 30th August, 2023

[This space has been intentionally left blank]