

## **NOTICE OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **30<sup>th</sup> Annual General Meeting** of M/s Raj Television Network Limited will be held on **Monday, September 30, 2024, 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 situated 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 31<sup>ST</sup> MARCH 2024, 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 31<sup>st</sup> March 2024, as circulated to the shareholders be and are hereby adopted.”

#### **2. TO APPOINT MR. M RAVINDRAN (DIN: 00662830), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:**

Based on the terms of appointment, Whole-time Directors and the Non-executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. M. Ravindran, Whole-time Director, who has been on the Board of the Company and who is liable to retire by rotation at this AGM, being eligible, seeks re-appointment.

Therefore on the recommendation of the Board, the Members are requested 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 152 and other applicable provisions of the Companies Act, 2013, Mr. M Ravindran (DIN: 00662830) the Executive Whole-time Director of the Company, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as an Executive Whole-time Director of the Company, liable to retire by rotation.”

**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 all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), payment of remuneration of ₹ 1,25,000/- (Rupees One Lakh Twenty-five Thousand Only) plus applicable taxes and re-imbursalment of the out of pocket expenses thereof, payable to Mrs. 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, 2025, which has been approved by the Board of Directors of the Company on the recommendation of the Audit Committee, be and is hereby ratified and confirmed.”

**4. TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. VENKATESWARAN SAMBAMURTHY (DIN: 06988766) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the 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 re-enactment(s) thereof, for the time being in force), and based on the performance evaluation, recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 13th August, 2024, Mr. Venkateswaran Sambamurthy (DIN: 06988766), who submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, being eligible for re-appointment, be and is hereby re-appointed with effect from 27<sup>th</sup> September, 2024 as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years upto September 26, 2029.”

“**RESOLVED FURTHER THAT** any of the Board of Directors of the Company and KMPs of the Company be

and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

**//By order of the Board//**

**For Raj Television Network Limited**

Place: Chennai

Date: August 13, 2024

**Namratha K**

**Company Secretary**

## **IMPORTANT NOTES:**

1. The Ministry of Corporate Affairs vide its Circular No. 09/2023 dated September 25, 2023 read with 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 till 30th September 2024. 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](http://www.rajtvnet.in) Since the AGM is being conducted through VC/OAVM, the facility for 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.
2. Body Corporate members are requested to send to a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote in the AGM through VC / OAVM on its behalf and to vote through remote e-voting. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Disclosure pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards- 2 (SS-2) with respect to the Director seeking reappointment at the forthcoming Annual General Meeting is appended to this Notice.
5. The Register of Members and Share Transfer Books will remain closed from Tuesday, 24<sup>th</sup> September, 2024 to Monday, 30<sup>th</sup> September, 2024 (both days inclusive) on account of the Annual General Meeting and determining the entitlement of the shareholders to vote for the proposed resolutions.
6. The Equity shares of the Company are listed on National Stock Exchange of India (NSE) and Bombay

Stock Exchange (BSE).

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 advise any change in their address immediately to the Company through email to [comp\\_sec@rajtvnet.in](mailto:comp_sec@rajtvnet.in) / Registrar and Share Transfer Agent, M/S Cameo Corporate Services Limited, Chennai at email id [investor@cameoindia.com](mailto:investor@cameoindia.com).

### **UN-CLAIMED DIVIDEND RELATED INFORMATION**

8. 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 for transfer to Investor Education and Protection Fund (IEPF) along with due dates are furnished below. As per Section 124 (6) of the Companies Act, 2013, 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 in the name of 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	27 <sup>th</sup> September, 2019	03 <sup>rd</sup> November, 2026

9. In terms of the extant provisions of IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the dividend declared as mentioned in the above table on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) & also in the Company's Website [www.rajtvnet.in](http://www.rajtvnet.in) under "Investors Relations".

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

10. As an on-going measure to enhance the ease of doing business for investors in the securities market, SEBI through its Circular dated March 16, 2023 read with Circular dated November 17, 2023 in supersession of its earlier Circulars dated 03<sup>rd</sup> November 2021 and 14<sup>th</sup> 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 [www.rajtvnet.in](http://www.rajtvnet.in) under "Investors Relations".

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

shares will be processed only in demat form. Therefore, the Company advises shareholders having physical shares to take steps for dematerializing your shareholding in the Company.

13. The Company has designated an exclusive e-mail id viz. [comp\\_sec@rajtvnet.in](mailto:comp_sec@rajtvnet.in) and [redressal@rajtvnet.in](mailto:redressal@rajtvnet.in) to enable investors to register their complaints / queries, if any.

14. 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.

## DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE

15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 7<sup>th</sup> October 2023, Notice of the AGM along with the Annual Report 2023-24 is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Notice calling the AGM and Annual Report has been uploaded on the website of the Company at [www.rajtvnet.in](http://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](http://www.nseindia.com) and Bombay Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.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](http://www.evotingindia.com). For any communication, the shareholders may also send requests to the Company's investor email id [comp\\_sec@rajtvnet.in](mailto:comp_sec@rajtvnet.in)

16. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can send an e-mail to [comp\\_sec@rajtvnet.in](mailto:comp_sec@rajtvnet.in) requesting for inspection of the Registers.

17. **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, 30<sup>th</sup> August, 2024 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories.

18. 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/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 AGM without restriction on account of first come first served basis.

19. 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.

20. 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. 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.

21. 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.evotingindia.com).

22. 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 INSTRUCTIONS 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.**

- (i) The remote e-voting period begins on Thursday, September 26, 2024 at 09.00 A.M. and ends on Sunday, September 29, 2024 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. Monday, September 23, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

- (iv) 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.
- (v) 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.

**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 CDSL Depository	<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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My easi Tab.</p> <p>2) After successful login the Easi / 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System My easi Tab and then click on registration option.</p> <p>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. The system will authenticate the user by sending OTP on registered Mobile &amp; 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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>

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 2109911
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>	
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>

- (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 Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **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 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](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.

## **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 atleast **03 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [comp\\_sec@rajtvnet.in](mailto: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](mailto: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 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 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 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.**

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](mailto:helpdesk.evoting@cdslindia.com) or contact attoll free no. 1800 2109911.

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, 25<sup>th</sup>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 toll free no. 1800 2109911.

### **General**

a. The remote e-voting period commences on Thursday, September 26, 2024 at 9.00 A.M. and ends on Sunday, 29th September, 2024 at 5.00 P.M. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting 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 and becomes member of the Company as on the cut-off date i.e. Monday, 23<sup>rd</sup> September 2024 may obtain the login ID and password by sending an email to [comp\\_sec@rajtvnet.in](mailto:comp_sec@rajtvnet.in) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) by mentioning 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 of i.e. Monday, 23<sup>rd</sup> September 2024.

d. Mr. R R RAJA of M/s. RAJA & ASSOCIATES, Practicing Company Secretaries, Chennai (Firm Registration No. S2018TN594600) has been appointed as Scrutinizer to scrutinize 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 scrutinizer'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 Scrutinizer's Report shall be placed on the Company's website [www.rajtvnet.in](http://www.rajtvnet.in) and website of CDSL <http://www.evotingindia.com> and also forward the same to The National Stock Exchange of India Limited and Bombay Stock Exchange of India, Mumbai simultaneously, where the Company's shares are listed.

## **EXPLANATORY STATEMENT**

**(in respect of the Special Business pursuant to section 102 of the Companies Act, 2013)**

### **Special Business**

#### **Item No. 3**

The Audit Committee and the Board of Directors of the Company at their meetings held on 13<sup>th</sup> August 2024 appointed Mrs. S Subhashini, Cost Accountant in Practice with Firm Registration Number:100482 and Membership No.: 22904, as the Cost Auditor of the Company for the year 2024 - 2025.

As per the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit & 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 reimbursement of out of pocket expenses to Mrs. S Subhashini, Cost Accountant in Practice for the Financial year 2024 - 2025 which has 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 13<sup>th</sup> August 2024.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested either financially or otherwise, in the Resolution set out at Item No. 3. In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Ordinary Resolution set out in Item No. 3 to the shareholders of the Company.

**Item No. 4**

The Members of the Company at the 25<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September 2019 appointed Mr. Venkateswaran Sambamurthy (DIN: 06988766) as an Independent Director for a term of five years effective from 27<sup>th</sup> September 2019. In terms of the provisions of Section 149 of the Act, Mr. Venkateswaran Sambamurthy is eligible for re-appointment for a second term. Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”), approval of the members by way of Special Resolution is required for the reappointment of Mr. Venkateswaran Sambamurthy for a second term of five consecutive years from 27<sup>th</sup> September 2024 to 26<sup>th</sup> September 2029. The Company has received a notice from a member proposing the candidature of Mr. Venkateswaran Sambamurthy for appointment as an Independent Director of the Company for a second term of five consecutive years. Mr. Venkateswaran Sambamurthy, has given his consent and also declaration that he meets with the criteria of independence as provided in Section 149(6) of the Act and Regulations and subject to him continuing to fulfill the criteria at the time of this Resolution taking effect.

The Board of Directors reviewed the said declarations and in the opinion of the Board, Mr. Venkateswaran Sambamurthy fulfils the conditions specified in the Act, the Rules made thereunder, Regulations for his appointment as an Independent Director and he is independent of the management. The Board, after taking into consideration the valuable contributions made by Mr. Venkateswaran Sambamurthy his participation in the Board and based on his performance evaluation, unanimously approved his re-appointment at the Board Meeting held on 13<sup>th</sup> August 2024 and recommends the Special Resolution as set out at Item No. 4 of this notice to the Shareholders for approval. Except Mr. Venkateswaran Sambamurthy, being the appointee, none of the Directors and Key Managerial or their relatives are interested financially or otherwise in the Resolution as set out in Item No. 4 of this notice. A copy of the draft letter of appointment of Mr. Venkateswaran Sambamurthy setting out the terms and conditions is available for inspection without any fee at the registered office of the Company during normal business hours on working days upto the date of the Annual General Meeting.

In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 4 to the shareholders of the Company.

**//By order of the Board//**

**For Raj Television Network Limited**

Place: Chennai

Date: August 13, 2024

**Namratha K**

**Company Secretary**

**ANNEXURE TO THE NOTICE**

**THE INFORMATION IN RESPECT OF ITEM NOS 2 & 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 RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING ARE FURNISHED HEREUNDER:**

<b>Particulars</b>	<b>Item No.2</b>	<b>Item No.4</b>
Name of the Director	RAVINDRAN	VENKATESWARAN SAMBAMURTHY
DIN	00662830	06988766
Date of Birth	15/06/1959	22/05/1959
Date of first appointment on the Board	03/06/1994	27/09/2019
Qualification	Entrepreneur	Fellow member (FCS) of the Institute of Company Secretaries of India (ICSI) , Bachelor of Law, Bachelor of General Law , Master of Commerce
Nature of expertise in specific functional areas	The Whole time Directors oversees the operations of the company on various aspects under the supervision of the Managing Director and Board of directors of the company. Mr. Ravindran, equipped with technical expertise in the entertainment field, he looks after the technical aspects of the Company's operation	He is Fellow Member of Institute of Company Secretaries of India (ICSI) and has more than 3 decades of experience in Legal, Corporate Management and Administration, Compliance, Policy making for the Company and audit services. He is a designated partner in a professional firm M/s SVVS & Associates Company Secretaries LLP, Head quartered at Mumbai with branches in Chennai, Delhi and Hyderabad since 2015.
List of other Listed / Public Companies in which Directorship held	Nil	Nil
Chairman / Member of the Committee of the Board of Director of the Company	Audit Committee (Member) Stakeholder's Relationship Committee (Member)	Audit Committee (Chairman) Nomination & Remuneration Committee (Chairman) Stakeholder's Relationship Committee (Chairman)
Listed entities from which resigned in the past three years	Nil	Nil

Chairman / Member of the Committee of the other Listed / public companies in which he / she is a Director	Nil	Nil
Number of Shares held in the Company (both own or held by/for other persons on a beneficial basis) as on March 31, 2024	58,56,000 Equity Shares	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. M Ravindran is related to Promoters and Executive Directors in the Company.	Mr. Venkateswaran Sambamurthy is not related to Promoters and Directors in the Company.
Remuneration details	1.20 Crores per annum	NA
Number of meetings attended during the year.	5	5

We hereby confirm that the above Director being re-appointed is not debarred from holding office as a Director, by virtue of any SEBI order or any other authorities as required under the circular issued by the Stock Exchanges.

## Directors' Report

