

NOTICE

NOTICE is hereby given that the Thirty- First (31st) Annual General Meeting (AGM) of the Members of Raj Television Network Limited ("The Company") will be held on Tuesday, September 30, 2025, at 11:00 A.M. (IST) through Video Conference/ Other Audio Visual Means ("VC"/ "OAVM") to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2025 and 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 of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. Re-appointment of Mrs. R Vijayalakshmi (DIN: 00716224), who retires by rotation and being eligible, offers herself for re-appointment, as a director liable to retire by rotation

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(6) and other applicable provisions of the Companies Act, 2013, Mrs. R Vijayalakshmi (DIN: 00716224), Non-Executive Director of the Company, who retires by rotation at this annual general meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director (Non-Executive) of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. Appointment of M/s. B B & Co., a Practicing Company Secretaries firm as Secretarial Auditor 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 pursuant to the provisions of Sections 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations, 2015"), as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s. B B & Co., Company Secretaries (Firm registration no: S2018TN598700), as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025- 26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT The Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

4. Ratification of remuneration of Cost Auditor for the financial year ending March 31, 2026

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 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S V M & Associates, Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 be paid remuneration of ₹ 1,25,000 plus applicable taxes and reimbursement of out of pocket expenses incurred, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

5. Re-appointment of Mr. M. Raajhendhran (DIN: 00821144) as Chairman and Managing Director of the Company for a period of 05 (five) years commencing from April 01, 2026 and ending March 31, 2031 and approval of his remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 178, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act') and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification or re-enactment thereof) and Regulation 17(6)(e) the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association and the Nomination and Remuneration Policy of the Company, as amended, and based on the recommendation of the Nomination Remuneration Committee and Board of Directors of the Company at its meeting held on August 13, 2025, the consent of the Members be and is hereby accorded for appointment of Mr. M. Raajhendhran, (DIN: 00821144), aged over 74 years, as Chairman and Managing Director of the Company, for a period of five (5) years with effect from April 01, 2026 till March 31, 2031, not liable to retire by rotation.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, where in any financial year during the currency of the tenure of Mr. M. Raajhendhran, (DIN: 00821144), the Company has no profits or its profits are inadequate, the Company shall, subject to the requisite approvals/sanctions, if any, wherever required and subject to the provisions of Sections 196, 197 and 203 read with Schedule V to the Act the Company may pay to Mr. M. Raajhendhran, the below remuneration as the minimum remuneration for a period not exceeding three (3) years from the date of appointment or such remuneration as may be approved and agreed between the Board of Directors Mr. M. Raajhendhran (DIN: 00821144) and within the ceiling prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time being in force, without any further reference to the members of the Company in general meeting, the terms and conditions of re-appointment and remuneration as set out hereunder:

Salary: ₹ 1,20,00,000/- (Rupees One Crore and Twenty Lakhs only) per annum, with effect from April 01, 2026, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company

Performance Incentive: A sum not exceeding one-month salary as the performance incentive.

Sitting Fees: The Chairman and Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or any committee thereof during the tenure of his appointment.

The head-quarter of the Chairman and Managing Director shall be Chennai in the State of Tamil Nadu.

The Chairman and Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to the duties of directors and shall adhere to the Company's Code of Conduct.

The office of the Chairman and Managing Director may be terminated by the Company by giving 03 (three) months' prior notice in writing, by either party.

The Chairman and Managing Director shall not during the Continuance of his tenure or at any time thereafter divulge or disclose to any person whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his tenure as to the business or affairs of the Company or as to any trade secrets or secret processes of the Company and the Chairman and Managing Director shall during the Continuance of his tenure hereunder also use his best endeavors to prevent any other person from doing so.

Subject to the superintendence, control and direction of the Board as it may from time to time determine, the Chairman and Managing Director shall have substantial powers of the management of the Company and perform all other acts and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.

RESOLVED FURTHER THAT the aggregate of salary, commission, allowances, and perquisites ("Remuneration") in any financial year shall not exceed the overall ceilings laid down in Sections 197, 198 and other applicable provisions of the said act read with

Schedule V of the said act as may, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and/ or remuneration, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in accordance with the provisions of Section 196(3)(a) of the Companies Act, 2013, read with its first proviso, and considering that Mr. M. Raajhendhran, (DIN: 00821144) has attained the age of 74 years at the time of reappointment, the consent of the members be and is hereby accorded for his continuation as Chairman and Managing Director of the Company beyond the said age, in view of his extensive experience, continued leadership, and invaluable contribution to the growth and management of the Company.

RESOLVED FURTHER THAT the above may be treated as a written memorandum setting out the terms of re-appointment of Mr. M. Raajhendhran, Managing Director, in terms of Section 190 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things and to delegate all or any of the powers vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to this resolution."

6. Re-appointment of Mr. M. Rajarathnam (DIN: 00839174) as Whole-Time Director of the Company for a period of 05 (five) years commencing from April 01, 2026 and ending March 31, 2031 and approval of his remuneration

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 Section 178, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act') and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification or re-enactment thereof) and Regulation 17(6)(e) the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association and the Nomination and Remuneration Policy of the Company, as amended, and based on the recommendation of the Nomination Remuneration Committee and Board of Directors of the Company at its meeting held on August 13, 2025, the consent of the Members be and is hereby accorded for appointment of Mr. M. Rajarathnam (DIN: 00839174), aged over 72 years, as Whole-Time Director of the Company, for a period of five (5) years with effect from April 01, 2026 till March 31, 2031.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, where in any financial year during the tenure of Mr. M. Rajarathnam, (DIN: 00839174), the Company has no profits or its profits are inadequate, the Company may pay to Mr. M. Rajarathnam, the below remuneration as the minimum remuneration for a period not exceeding

three (3) years from the date of appointment or such remuneration as may be approved and agreed between the Board of Directors Mr. M. Rajarathnam (DIN: 00839174) and within the ceiling prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time being in force, without the matter being referred to the Company in General Meeting again, the terms and conditions of reappointment and remuneration as set out hereunder:

Salary: ₹ 1,20,00,000/- (Rupees One Crore and Twenty Lakhs only) per annum, with effect from April 01, 2026, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company.

Performance Incentive: A sum not exceeding one-month salary as the performance incentive.

Sitting Fees: The Whole-Time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or any committee thereof during the tenure of his appointment.

The head-quarter of the Whole-Time Director shall be Chennai in the State of Tamil Nadu.

Subject to the provisions of the Act, the Whole-Time Director shall be liable to retire by rotation.

The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to the duties of directors and shall adhere to the Company's Code of Conduct.

The office of the Whole-time Director may be terminated by the Company by giving 03 (three) months' prior notice in writing, by either party.

The Whole-Time Director shall not during the Continuance of his tenure or at any time thereafter divulge or disclose to any person whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his tenure as to the business or affairs of the Company or as to any trade secrets or secret processes of the Company and the Whole-Time Director shall during the Continuance of his tenure hereunder also use his best endeavors to prevent any other person from doing so.

Subject to the superintendence, control and direction of the Board as it may from time to time determine, the Whole-Time Director shall have substantial powers of the management of the Company and perform all other acts and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.

RESOLVED FURTHER THAT the aggregate of salary, commission, allowances, and perquisites ("Remuneration") in any financial year shall not exceed the overall ceilings laid down in Sections 197, 198 and other applicable provisions of the said act read with Schedule V of the said act as may, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and/ or remuneration, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, subject to the

approval of the shareholders of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of Section 196(3)(a) of the Companies Act, 2013, read with its first proviso, and considering that Mr. M. Rajarathnam (DIN: 00839174), has attained the age of 72 years at the time of reappointment, the consent of the members be and is hereby accorded for his continuation as Whole-Time Director of the Company beyond the said age, in view of his extensive experience, continued leadership, and invaluable contribution to the growth and management of the Company.

RESOLVED FURTHER THAT the above may be treated as a written memorandum setting out the terms of re-appointment of Mr. M. Rajarathnam (DIN: 00839174), Whole-Time Director, in terms of Section 190 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things and to delegate all or any of the powers vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to this resolution."

7. Re-appointment of Mr. M. Ravindran (DIN: 00662830) as Whole-Time Director of the Company for a period of 05 (five) years commencing from April 01, 2026 and ending March 31, 2031 and approval of his remuneration

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 Section 178, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act') and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification or re-enactment thereof) and Regulation 17(6)(e) the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association and the Nomination and Remuneration Policy of the Company, as amended, and based on the recommendation of the Nomination Remuneration Committee and Board of Directors of the Company at its meeting held on August 13, 2025, the consent of the Members be and is hereby accorded for appointment of Mr. M. Ravindran (DIN: 00662830), as Whole-Time Director of the Company, for a period of five (5) years with effect from April 01, 2026 till March 31, 2031.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, where in any financial year during the tenure of Mr. M. Ravindran, (DIN: 00662830), the Company has no profits or its profits are inadequate, the Company may pay to Mr. M. Ravindran (DIN: 00662830), the below remuneration as the minimum remuneration for a period not exceeding three (3) years from the date of appointment or such remuneration as may be approved and agreed between the Board of Directors Mr. M. Ravindran (DIN: 00662830) and within the ceiling prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time being in force, without the matter being referred to the Company in General Meeting again, the terms and conditions of reappointment and remuneration as set out hereunder:

Salary: ₹ 1,20,00,000/- (Rupees One Crore and Twenty Lakhs only) per annum, with effect from April 01, 2026, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company.

Performance Incentive: A sum not exceeding one-month salary as the performance incentive.

Sitting Fees: The Whole-Time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or any committee thereof during the tenure of his appointment.

The head-quarter of the Whole-Time Director shall be Chennai in the State of Tamil Nadu.

Subject to the provisions of the Act, the Whole-Time Director shall be liable to retire by rotation.

The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to the duties of directors and shall adhere to the Company's Code of Conduct.

The office of the Whole-time Director may be terminated by the Company by giving 03 (three) months' prior notice in writing, by either party.

The Whole-Time Director shall not during the Continuance of his tenure or at any time thereafter divulge or disclose to any person whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his tenure as to the business or affairs of the Company or as to any trade secrets or secret processes of the Company and the Whole-Time Director shall during the Continuance of his tenure hereunder also use his best endeavors to prevent any other person from doing so.

Subject to the superintendence, control and direction of the Board as it may from time to time determine, the Whole-Time Director shall have substantial powers of the management of the Company and perform all other acts and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.

RESOLVED FURTHER THAT the aggregate of salary, commission, allowances, and perquisites ("Remuneration") in any financial year shall not exceed the overall ceilings laid down in Sections 197, 198 and other applicable provisions of the said act read with Schedule V of the said act as may, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and/ or remuneration, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, subject to the approval of the shareholders of the Company.

RESOLVED FURTHER THAT the nomination and remuneration committee be and hereby recommends the board that the above may be treated as a written memorandum setting out the terms of re-appointment of Mr. M. Ravindran, (DIN: 00662830), Whole-Time Director, in terms of Section 190 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board",

which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things and to delegate all or any of the powers vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to this resolution."

8. Re-appointment of Mr. Kannappa Pillai Mani Ragunathan (DIN: 00662769) as Whole-Time Director of the Company for a period of 05 (five) years commencing from April 01, 2026 and ending March 31, 2031 and approval of his remuneration

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 Section 178, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act') and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification or re-enactment thereof) and Regulation 17(6)(e) the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association and the Nomination and Remuneration Policy of the Company, as amended, and based on the recommendation of the Nomination Remuneration Committee and Board of Directors of the Company at its meeting held on August 13, 2025, the consent of the Members be and is hereby accorded for appointment of Mr. Kannappa Pillai Mani Ragunathan (DIN: 00662769), as Whole-Time Director of the Company, for a period of five (5) years with effect from April 01, 2026 till March 31, 2031.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, where in any financial year during the tenure of Mr. Kannappa Pillai Mani Ragunathan (DIN: 00662769), the Company has no profits or its profits are inadequate, the Company may pay to Mr. Kannappa Pillai Mani Ragunathan (DIN: 00662769), the below remuneration as the minimum remuneration for a period not exceeding three (3) years from the date of appointment or such remuneration as may be approved and agreed between the Board of Directors Mr. Kannappa Pillai Mani Ragunathan (DIN: 00662769) and within the ceiling prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time being in force, without the matter being referred to the Company in General Meeting again, the terms and conditions of reappointment and remuneration as set out hereunder:

Salary: ₹ 1,20,00,000/- (Rupees One Crore and Twenty Lakhs only) per annum, with effect from April 01, 2026, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company.

Performance Incentive: A sum not exceeding one-month salary as the performance incentive.

Sitting Fees: The Whole-Time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or any committee thereof during the tenure of his appointment.

The head-quarter of the Whole-Time Director shall be Chennai in the State of Tamil Nadu.

Subject to the provisions of the Act, the Whole-Time Director shall be liable to retire by rotation.

The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to the duties of directors and shall adhere to the Company's Code of Conduct.

The office of the Whole-time Director may be terminated by the Company by giving 03 (three) months' prior notice in writing, by either party.

The Whole-Time Director shall not during the Continuance of his tenure or at any time thereafter divulge or disclose to any person whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his tenure as to the business or affairs of the Company or as to any trade secrets or secret processes of the Company and the Whole-Time Director shall during the Continuance of his tenure hereunder also use his best endeavors to prevent any other person from doing so.

Subject to the superintendence, control and direction of the Board as it may from time to time determine, the Whole-Time Director shall have substantial powers of the management of the Company and perform all other acts and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.

RESOLVED FURTHER THAT the aggregate of salary, commission, allowances, and perquisites ("Remuneration") in any financial year shall not exceed the overall ceilings laid down in Sections 197, 198 and other applicable provisions of the said act read with Schedule V of the said act as may, for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and/ or remuneration, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, subject to the approval of the shareholders of the Company.

RESOLVED FURTHER THAT the nomination and remuneration committee be and hereby recommends the board that the above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Kannappa Pillai Mani Ragunathan (DIN: 00662769), Whole-Time Director, in terms of Section 190 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things and to delegate all or any of the powers vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to this resolution."

9. Sale or transfer or otherwise dispose off of property situated at Plot No. 656/1, Road No.34, Jubilee Hills, Hyderabad

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 Section 180(1)(a) of the Companies Act, 2013 read with the

Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), Regulation 37A of the SEBI (LODR) Regulations, 2015, the provisions of the Memorandum and Articles of Association of the Company, the provisions Listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell or transfer or dispose off whole or part of the property situated at Plot No. 656/1, Road No.34, Jubilee Hills, Hyderabad, to as "the property / properties") to any person(s) and /or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit and appropriate, in the best interest of the Company, which shall not be lower than the higher of the two fair market valuations conducted by independent valuers and on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. M. Raajhendhran (DIN: 00821144), Chairman and Managing Director of the Company and/ or Mr. M. Ravindran (DIN: 00662830) Whole-Time Director of the Company be and is hereby severally authorized and it shall always be deemed to have been so authorized to sign and execute Memorandum of Understanding (MOU) and/or execute part/in full sale of property/ transfer of lease hold rights on the property and/or execute sale deed/document for transfer of leasehold land after receipt of necessary approvals from the necessary authorities and submit necessary Applications, Affidavits, Undertakings, and all such other Agreements, Sale Deeds, Documents, Papers and Writings before and to the appropriate authority(ies)/Departments as may be required or considered necessary in regard to and in connection with sale of the Property.

RESOLVED FURTHER THAT the Board is hereby authorized to delegate all or any of the above powers to the Committee of Directors or Managing Director or Whole-Time Directors or Principal Officer of the Company or any other Executives of the Company and generally to do all such acts, deeds, things and matters that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution in regard to sale of property and transfer of leasehold rights of the property in wholly or partially of the property situated at Plot No. 656/1, Road No.34, Jubilee Hills, Hyderabad.

**By order of the Board of Directors
For Raj Television Network Limited**

Place: Chennai
Date: August 13, 2025
Registered Office:
Raj Television Network Limited
CIN: L92490TN1994PLC027709
No. 32, Poes Road, Second Street,
Teynampet, Chennai-600018
Tel: 04424334376
E-mail: redressal@rajtvnet.in
Web: www.rajtvnet.in

M Raajhendhran
Managing Director
DIN: 00821144

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM') is annexed. Details pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/ re-appointment at this AGM are also annexed. The Director has furnished the requisite declaration for his re-appointment.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held through VC, the facility for the appointment of proxies by the members will not be available.
4. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM ("Notice") along with Annual Report for the financial year 2024-25 shall be sent only through electronic mode to those members whose email IDs are registered with the company/depository participant(s). Members may note that Notice and Annual Report 2024-25 has been uploaded on the website of the Company at www.rajtvnet.in. Notice and Annual Report 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 and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-voting facility) at www.evotingindia.com.
6. 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.
7. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email a certified copy of the Board Resolution/ Authorisation Letter authorizing their representatives to attend and vote on their behalf in the Meeting. The said Resolution Authorisation letter shall be sent to the Scrutinizer by email through its registered email address to scrutinizer@rrracs@gmail.com or redressal@rajtvnet.in with a copy marked to helpdesk.evoting@cdslindia.com.
8. The Members can join the AGM through 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 AGM through VC / OAVM will be made available for 1,000 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.
9. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and relevant documents referred to in the notice of this AGM and explanatory statement, will be available electronically for inspection by the members during the AGM. Members who wish to inspect such documents can send their request to the Company at redressal@rajtvnet.in by mentioning their name and folio no. / DP ID & Client ID.
11. Members holding shares in physical form/ 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 redressal@rajtvnet.in / Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited, Chennai at email id investor@cameoindia.com. In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
12. In accordance with Regulation 40 of the SEBI (LODR) Regulations, 2015, 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. Unclaimed dividend for the financial year 2018-19 and the shares in respect of which dividend entitlements remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in.
14. **ELECTRONIC DISSEMINATION OF THE AGM NOTICE AND ANNUAL REPORT**
Electronic/digital copy of the Annual Report for 2024-25, the Notice of the 31st AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company/ depository participant(s) (DP). A letter

providing the web-link for accessing the Integrated Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company. Any shareholder desirous of receiving the hard copy of the same may send a request to the Company at redressal@rajtvnet.in.

15. INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and the aforesaid MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Saturday, August 10, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the cut-off date i.e. Tuesday, September 23, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Saturday, September 27, 2025 at 9.00 A.M. (IST) and will end on Monday, September 29, 2025 at 5.00 P.M. (IST). During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- v. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- vii. The Company has appointed Mr. R R Raja of M/s. Raja & Associates, Practicing Company Secretaries, Chennai (Firm Registration No. S2018TN594600), to act as the Scrutinizer for conducting the remote e-voting process as well

as the e-voting system on the date of the AGM, in a fair and transparent manner.

- viii. 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.

VOTING THROUGH ELECTRONIC MEANS

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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 voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. 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 **December 09, 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.
- iv. 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.

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

Type of share holders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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 evoting 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 NSDL Depository	<ol style="list-style-type: none"> 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. 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. 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. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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.</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 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 21 09911
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 : 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.

v. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat details	
	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
PAN	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	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.
OR Date of Birth (DOB)	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.

- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. 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.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **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.
- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x. 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.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 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; redressal@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.
- 16. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
- The procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - 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 remote e-voting.
 - 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.
 - Shareholders are encouraged to join the Meeting through desktops/ laptops / tablets for better experience.

- v. Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
 - vi. 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.
 - vii. 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 redessal@rajtvnet.in. 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 redessal@rajtvnet.in. These queries will be replied to by the company suitably by email.
 - viii. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
 - ix. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast 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.
 - x. 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 17. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**
- i. 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.
 - ii. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP).
 - iii. 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.
- 18.** 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.
- 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 on toll free no. 1800 21 09911.
- 19.** The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rajtvnet.in and on the website of CDSL at www.cdslindia.com not later than two working days of the conclusion of the 31st Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

[This space has been intentionally left blank]

EXPLANATORY STATEMENT

[PURSUANT TO THE PROVISIONS OF THE SECTION 102 OF THE COMPANIES ACT, 2013]

ITEM NO. 3

Pursuant to the Section 204 of the Companies Act, 2013 and the Regulation 24A & other applicable provisions of the SEBI (LODR) Regulations, 2015 read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on May 20, 2025 have approved subject to approval of Members, appointment of M/s. B B & Co., Peer-Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: S2018TN598700) as Secretarial Auditors for a term of 5(Five) consecutive years from April 1, 2025 till March 31, 2030.

CREDENTIALS OF THE SECRETARIAL AUDITOR

M/s. B B & Co., Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: S2018TN598700) represented by Mr. Balasubramanya Bhaskar (Membership Number: F12532) and is eligible to be appointed as Secretarial Auditors of the Company and are not disqualified in terms of the SEBI (LODR) Regulations, 2015 read with SEBI Circular dated December 31, 2024.

The firm has a distinguished track record extending over 3 decades, and offers a full spectrum of corporate, secretarial, regulatory, compliance services, and legal & regulatory services relating to various Corporate Laws and SEBI Laws and stock exchange related matters. Mr. Balasubramanya Bhaskar is also an Insolvency Professional and also serving as a Panel Member (Insolvency Profession) in State Bank of India and Indian Overseas Bank.

TERMS AND CONDITIONS OF APPOINTMENT & REMUNERATION

a) Term of appointment:

M/s. B B & Co., Practicing Company Secretaries is proposed to be appointed for the first term of five consecutive years conducting secretarial audit from FY 2025-26 to FY 2029-30.

b) Remuneration:

₹ 75,000/- (Rupees Seventy-Five Thousand only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Years ending March 31, 2026 and March 31, 2027.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

Fee for subsequent year(s):

As determined by the Audit Committee and/or the Board of Directors.

c) Basis of recommendations:

The Audit Committee and the Board of Directors have

approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Partners in providing Secretarial audit related services, competency of the staff.

The Board of Directors recommends the said Ordinary Resolution, as set out in item 3 of this Notice, for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. S V M & Associates., Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, as set out in the resolution.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditor by passing an Ordinary Resolution as set out at Item No. 4 of this Notice.

None of the Directors or key managerial personnel or their relatives are, in any way concerned or interested, financially or otherwise in the said resolution set out at Item No.4 of the Notice.

ITEM NO. 5

The Board re-appointed Mr. M. Raajhendhran (DIN: 00821144), aged over 74 years, as Chairman and Managing Director of the Company, for a further period of Five (5) years with effect from April 01, 2026 till March 31, 2031 at the Board Meeting held on August 13, 2025 based on the recommendations of the Nomination and Remuneration Committee subject to approval of the shareholders. Further pursuant to the provisions of Section 197 and/or Schedule V of the Companies Act, 2013, the terms of appointment (i.e., the remuneration) requires approval of shareholders by way of special resolution. Considering his rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of that Mr M. Raajhendhran (DIN: 00821144) as Chairman and Managing Director. The disclosure required under Schedule V of the Act is annexed to this Notice.

The remuneration mentioned in the said resolution is in accordance with the provisions contained under Section II of Part II of Schedule V of the Companies Act, 2013.

The remuneration as set out in the said resolution is appropriate in terms of the size of the Company and as compared to persons of his qualifications, knowledge and experience in the industry.

Additionally, Mr. M. Raajhendhran (DIN: 00821144) has attained the age of over 74 years. In terms of Section 196(3)(a) of the Companies Act, 2013, no company shall continue the employment of a person as Managing Director who has attained the age of 70 years unless it is approved by way of a special resolution passed by the members of the Company, with justification for such continuation. The Board of Directors considers that his continued association with the Company will be beneficial due to his vast experience and leadership qualities. Accordingly, the approval of the members is sought by way of special resolution for his reappointment and continuation as Managing Director beyond the age of 70 years.

Mr. M. Raajhendhran (DIN: 00821144) has given his consent to act as the Chairman and Managing Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has also received declaration from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

None of the Directors or KMP's and/ or their relatives has any concern or interest, financial or otherwise, in this proposed item of business, except, Mr. M Rajaratnam, Mr. M Ravindran, Mr. Kannappa Pillai Mani Ragunathan and Mrs. R Vijayalakshmi.

The Board recommends the passing of the Special Resolutions set out in Item No. 5 of this Notice, for your approval.

ITEM NO. 6

The Board re-appointed Mr. M. Rajarathnam (DIN: 00839174), aged over 72 years, as Whole-Time Director of the Company, for a further period of Five (5) years with effect from April 01, 2026 till March 31, 2031 at the Board Meeting held on August 13, 2025 based on the recommendations of the Nomination and Remuneration Committee subject to approval of the shareholders. Further pursuant to the provisions of Section 197 and/or Schedule V of the Companies Act, 2013, the terms of appointment (i.e., the remuneration) requires approval of shareholders by way of special resolution. Considering his rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of that Mr. M. Rajarathnam (DIN: 00839174), as Whole-Time Director. The disclosure required under Schedule V of the Act is annexed to this Notice.

The remuneration mentioned in the said resolution is in accordance with the provisions contained under Section II of Part II of Schedule V of the Companies Act, 2013.

The remuneration as set out in the said resolution is appropriate in terms of the size of the Company and as compared to persons of his qualifications, knowledge and experience in the industry.

Additionally, Mr. M. Rajarathnam (DIN: 00839174), as Whole-Time Director has attained the age of over 72 years. In terms of Section 196(3)(a) of the Companies Act, 2013, no company shall continue the employment of a person as Managing Director who has attained the age of 70 years unless it is approved by way of a special resolution passed by the members of the Company, with justification for such continuation. The Board of Directors considers that his continued association with the Company will be beneficial due to his vast experience and leadership qualities. Accordingly, the approval of the members is sought by way of special resolution for his reappointment and continuation

as Whole-Time Director beyond the age of 70 years.

Mr. M. Rajarathnam (DIN: 00839174) has given his consent to act as the Whole-Time Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has also received declaration from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

None of the Directors or KMP's and/ or their relatives has any concern or interest, financial or otherwise, in this proposed item of business, except Mr. M Raajhendhran, Mr. M Ravindran, Mr. Kannappa Pillai Mani Ragunathan and Mrs. R Vijayalakshmi.

The Board recommends the passing of the Special Resolutions set out in Item No. 6 of this Notice, for your approval.

ITEM NO. 7

The Board re-appointed Mr. M. Ravindran (DIN: 00662830), as Whole-Time Director of the Company, for a further period of Five (5) years with effect from April 01, 2026 till March 31, 2031 at the Board Meeting held on August 13, 2025 based on the recommendations of the Nomination and Remuneration Committee subject to approval of the shareholders. Further pursuant to the provisions of Section 197 and/or Schedule V of the Companies Act, 2013, the terms of appointment (i.e., the remuneration) requires approval of shareholders by way of special resolution. Considering his rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of that Mr. M. Ravindran (DIN: 00662830), as Whole-Time Director. The disclosure required under Schedule V of the Act is annexed to this Notice.

The remuneration mentioned in the said resolution is in accordance with the provisions contained under Section II of Part II of Schedule V of the Companies Act, 2013.

The remuneration as set out in the said resolution is appropriate in terms of the size of the Company and as compared to persons of his qualifications, knowledge and experience in the industry.

Mr. M. Ravindran (DIN: 00662830) has given his consent to act as the Whole-Time Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has also received declaration from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

None of the Directors or KMP's and/ or their relatives has any concern or interest, financial or otherwise, in this proposed item of business, except, Mr. M Raajhendhran, Mr. M Rajaratnam, Mr. Kannappa Pillai Mani Ragunathan and Mrs. R Vijayalakshmi.

The Board recommends the passing of the Special Resolutions set out in Item No. 7 of this Notice, for your approval.

ITEM NO. 8

The Board re-appointed Mr. Kannappa Pillai Mani Ragunathan (DIN: 00662769), as Whole-Time Director of the Company, for a further period of Five (5) years with effect

from April 01, 2026 till March 31, 2031 at the Board Meeting held on August 13, 2025 based on the recommendations of the Nomination and Remuneration Committee subject to approval of the shareholders. Further pursuant to the provisions of Section 197 and/or Schedule V of the Companies Act, 2013, the terms of appointment (i.e., the remuneration) requires approval of shareholders by way of special resolution. Considering his rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of that Mr. Kannappa Pillai Mani Ragunathan (DIN: 00662769), as Whole-Time Director. The disclosure required under Schedule V of the Act is annexed to this Notice.

The remuneration mentioned in the said resolution is in accordance with the provisions contained under Section II of Part II of Schedule V of the Companies Act, 2013.

The remuneration as set out in the said resolution is appropriate in terms of the size of the Company and as compared to persons of his qualifications, knowledge and experience in the industry.

Mr. Kannappa Pillai Mani Ragunathan (DIN: 00662769) has given his consent to act as the Whole-Time Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has also received declaration from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

None of the Directors or KMP's and/ or their relatives has any concern or interest, financial or otherwise, in this proposed item of business, except, Mr. M Raajhendhran, Mr. M Rajaratnam, Mr. M Ravindran and Mrs. R Vijayalakshmi.

The Board recommends the passing of the Special Resolutions set out in Item No. 8 of this Notice, for your approval.

ITEM NO. 9

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 approval of the members of the Company is required to sell, lease or otherwise dispose of

the whole or substantially the whole of the undertaking of the Company.

As per the provisions of Section 180(1) (a) of the Companies Act, 2013 an 'undertaking' is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

The Company is exploring various strategies for deleveraging its business by reducing its debt and liabilities and unlocking value in various assets. In pursuit of this exercise the company proposes to monetize its property situated at Plot No. 656/1, Road No.34, Jubilee Hills, Hyderabad. at an opportune time which would be in the best interest of the company and its stakeholders. The funds generated from this exercise would be utilised for reducing debt meeting capital expenditure, working capital expenses and for general corporate purposes.

The sale of the said Undertaking will not have any impact on the Company's existing business. Closing of the Transaction is conditional inter alia upon passing of the Special Resolution by the shareholders of your Company and receipt of all the required approvals.

In this connection, the Board of Directors at its meeting held on August 13, 2025 has approved in-principle to monetize the property situated at Plot No. 656/1, Road No.34, Jubilee Hills, Hyderabad.

Considering that the sale proceeds are estimated to exceed 20% of the Networth of the Company, the Board of Directors has recommended the proposal for approval of the shareholders by way of special resolution with requisite majority under Section 180(1)(a) of the Companies Act, 2013 read with Regulation 37A of SEBI (LODR) Regulations, 2015, as amended from time to time.

None of the Directors or key managerial personnel or their relatives are, in any way concerned or interested, financially or otherwise in the said resolution set out at Item No.9 of the Notice.

The Board recommends the passing of the Special Resolutions set out in Item No. 9 of this Notice, for your approval.

[This space has been intentionally left blank]

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings]

Name of the Director	Mrs. Raveendran Vijayalakshmi (DIN: 00716224)
Designation	Non- Executive Non Independent Director
Date of Birth & Age	February 04, 1965; 60 years
Original Date of Appointment	Worked in the company as a director from 1999 to 2006 and further on the Board appointed as director by members during the AGM held on September 30, 2014 as woman director of the company w.e.f. October 01, 2014
Brief Resume/ Experience (including expertise in specific functional area)	A graduate in English Literature University of Madurai, 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. She is also acting as the Chairman of the "Internal Complaints Committee" constituted as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
Qualifications	Graduate
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	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.
The number of Meetings of the Board attended during the FY 2024-25	5 out of 5
Key terms and conditions of appointment/reappointment	Appointed as Woman Non Executive Non Independent Director of the company liable to retire by rotation, appointment or subject to approval of shareholders. As a director, she is entitled to a sitting fee reappointment including of ₹ 30000/- for each meeting and ₹ 15000/- for each committee meeting.
Board Membership of other Companies as on date of the Notice Directorship held in other Companies*	Vissa Television Network Limited- Whole-Time Director
Chairmanship(s)/ Membership(s) of Committees of other Companies as on date of the Notice#	Nil
Listed entities from which the Director has resigned in the past three years	Nil
Remuneration last drawn (including sitting fee, if any) (For FY 2024-25)	₹ 2,55,000 /- (Rupees Two lakh Fifty Five thousand only) per annum (Sitting Fees)
Number of shares held in the Company (self and as a beneficial owner) as on the date of the Notice	30,00,400 Equity Shares
Relationship with other Directors or KMP of the Company	Mrs. Raveendran Vijayalakshmi is related to existing Whole-Time Directors, relatives who are in employment with the company and the Managing Director of the company

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. M Raajhendhran	Mr. M Rajaratnam	Mr. M Ravindran	Mr. Kannappa Pillai Mani Ragnathan
Date of Birth	17.12.1950	16.11.1952	15.06.1959	07.05.1963
Age	74	72	66	62
Original Date of Appointment	03.06.1994	03.06.1994	03.06.1994	03.06.1994
Brief Resume/ Experience (including expertise in specific functional area)	Chairman and Managing Director of the company since inception and adopts hands on style of management. With a modest beginning in the family business of a video publishing house and selling consumer electronics items and audiotapes, he has developed extensive knowledge on retail marketing. A visionary with strong business acumen, he formed this Company in the year 1994 and has been a major force behind the success of all channels.	He has been a Whole-Time Director of the company since the date of incorporation. He has a long career in retailing of the contents and rights. He has, over a period of two 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 distributing channels in various territories.	He has been a Whole-Time Director of the company since the date of incorporation. He oversees the Technical and administrative operations of the company on various aspects under the supervision of the Managing Director and Board of directors of the company. Mr. Ravindran, Ragnathan, with strong technical expertise in the entertainment field, he looks after the technical aspects of the Company's operation.	He has been in the business for over 30 years, particularly in the fields of Media sales and marketing. He oversees the operations of the company under the supervision of the Managing Director and Board of directors of the company. Mr. Ragnathan, with strong client network and strategic plans, has developed business relationship with large number of corporate Houses and advertising clients across India and overseas.

Qualifications Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Entrepreneur Subject to the superintendence, direction and control of the Board, strategic management and financial control of the Company is vested on the Managing Director. Mr. M. Raajhendhran, Managing Director of the company is instrumental to the strategic decision and guidance to the entire team of Raj TV Team and has been responsible monitoring the performance of the company on regular basis.	Entrepreneur Expertise in Satellite Pay TV channels over domestic and international platforms including IPTV and OTT Knowledge & understanding of Digital 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.	Entrepreneur Experience with Domestic and International content contract, Knowledge of Technical, DRM & CP requirements for Syndication & Acquisition of TV VOD Content. Mr. Ravindran, equipped with technical expertise in the entertainment field, he looks after the technical aspects of the Company's operation and he widely participate in Projects that are Global and involve Technology, internet, satellite, video content & interactivity, content Management operations the Acquisition & Alliances.	Entrepreneur He overseas marketing and sales varied role, which includes planning, advertising, public relations, event organization, Conceptualization and content development, distribution, sponsorship and research. Mr. Raghunathan, with strong client network and strategic plans, has developed large number of corporate Houses and advertising clients across India and overseas.
Key terms and conditions of appointment/reappointment	As per the resolution read with explanatory statement thereto.	As per the resolution read with explanatory statement thereto.	As per the resolution read with explanatory statement thereto.	As per the resolution read with explanatory statement thereto.
The number of Meetings of the Board attended during the FY 2024-25	5 out of 5	5 out of 5	5 out of 5	5 out of 5
Board Membership of other Companies as on date of the Notice	Vissa Television Network Limited, VRNA Moviies Private Limited	Vissa Television Network Limited	Vissa Television Network Limited	Vissa Television Network Limited, Hariraj Homes Private Limited, NWSD Technologies Private Limited
Chairmanship(s)/ Membership (s) of Committees of other Companies as on date of the Notice*	Chairman and Managing Director, Member of Stake Holders grievance committee	Nil	Member of Audit Committee and Stake Holders grievance committee	Member of CSR Committee
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil	Nil
Remuneration last drawn (including sitting fee, if any)	Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty Lakhs only) per annum (for the year 2024-25)	Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty l Lakhs only) per annum (for the year 2024-25)	Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty Lakhs only) per annum (for the year 2024-25)	Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty Lakhs only) per annum (for the year 2024-25)
Remuneration proposed to be paid	As per the resolution read with explanatory statement thereto.	As per the resolution read with explanatory statement thereto.	As per the resolution read with explanatory statement thereto.	As per the resolution read with explanatory statement thereto.
Number of shares held in the Company (self & as a beneficial owner) as on the date of the Notice	58,31,355 Equity Shares	58,05,343 Equity Shares	58,56,000 Equity Shares	56,72,990 Equity Shares
Relationship with other Directors or KMP of the Company	Mr. M. Raajhendhran is related to Mr. M. Rajarathinam, Mr. M. Ravindran & Mr. M. Raghunathan, Whole-Time Directors of the company as they are his brothers and Mrs Vijayalakshmi Raveendran - Woman Director of the company (as Brother's wife).	Mr. M. Rajarathinam is related to Mr. Raajhendhran- Managing Director, Mr. M. Ravindran & Mr. Raghunathan, Whole-Time Directors of the company as they are his brothers and Mrs Vijayalakshmi Raveendran - Woman Director of the company (as Brother's wife).	Mr. M. Ravindran is related to Mr. Raajhendhran- Managing Director, Mr. M. Rajarathinam & Mr. M. Raghunathan, Whole-Time Directors of the company as they are his brothers and Mrs Vijayalakshmi Raveendran- Woman Director of the company (as spouse).	Mr. M. Reghunathan is related to Mr. Raajhendhran- Managing Director, Mr. M. Ravindran & Mr. M. Rajarathinam, Whole-Time Directors of the company as they are his brothers and Mrs Vijayalakshmi Raveendran - Woman Director of the company (as Brother's wife).

#Includes Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee only.

INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I GENERAL INFORMATION				
1 Nature of Industry	Telecommunication, Broadcasting and Information supply services			
2 Date or expected date of commencement of commercial production	The Company commenced its operations on October 14, 1994			
3 In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4 Financial performance based on given indicators	The details of financial performance of the Company for the years 2024-2025 and 2023-2024 are provided in the Annual Report which accompanies this Notice.			
5 Foreign investments or collaborations, if any.	The Company has no foreign investments or collaborations.			
II INFORMATION ABOUT THE APPOINTEE				
1 Background details	Mr. M Raajhendhran Managing Director He has been the Chairman and Managing Director of the company since inception and adopts hands on style of management. With a modest beginning in the family business of a video publishing house and selling consumer electronics items and audiotapes, he has developed extensive knowledge on retail marketing. A visionary with strong business acumen, he formed this Company in the year 1994 and has been a major force behind the success of all channels.	Mr. M Rajaratnam Whole-Time Director 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 three 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.	Mr. M Ravindran Whole-Time Director He has been a Whole-Time Director of the company since the date of incorporation. He has, over a period of three decades, built and nurtured an extensive technical and administrative setup in the company. He oversees the Technical and administrative operations of the company on various aspects. Mr. M Ravindran, is equipped with technical expertise in the entertainment field, he looks after the technical aspects of the Company's operation.	Mr. Kannappa Pillai Mani Ragunathan Whole-Time Director He has been in the business for three decades now, particularly in the fields of Media sales and Marketing. He oversees the sales and marketing operations of the company on various aspects. Mr. Kannappa Pillai Mani Ragunathan, with strong client network and strategic plans, has developed business relationship with large number of corporate Houses and advertising clients across India and overseas.
2 Past remuneration	₹1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum.	₹1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum.	₹1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum.	₹1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum.
3 Recognition or awards	Nil	Nil	Nil	Nil
4 Job profile and his suitability	Subject to the superintendence, direction and control of the Board, strategic management and financial control of the Company is vested on the Managing Director. Mr. M. Raajhendhran, Managing Director of the company is instrumental to the strategic decision and guidance to the entire team of Raj TV Team and has been responsible for monitoring the performance of the company on regular basis. With his strong business acumen, he has been a major force behind the success of all channels.	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. Rajaratnam, Whole-Time Director of the company is actively involved in content acquisition for the Company's Channel and distributing the channels in various territories.	The Whole-Time Directors oversees the operations of the company on various aspects under the supervision of the Managing Director and Board of directors of the company. Mr. M. Ravindran oversees the Technical and administrative operations of the company on various aspects. He is equipped with technical expertise in the entertainment field.	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. Ragunathan, with strong client network and strategic plans, has developed business relationship with large number of corporate Houses and advertising clients across.

<p>5 Remuneration proposed</p>	<p>Salary: Rs. 1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum, along with one month's salary as performance incentive – with effect from April 01, 2026 with a provision for increase in salary of not exceeding 12% per annum over the previous year. He will also be eligible for:</p> <p>a. Company maintained car with driver for official purposes which shall be borne by the Company. Use of Company car for private purposes shall be dealt with the Company as per the applicable provisions under the Income Tax Rules, 1962.</p> <p>b. Company owned IT and communication equipments including maintenance and subscription thereof, shall be borne by the Company.</p>	<p>Salary: Rs. 1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum, along with one month's salary as performance incentive – with effect from April 01, 2026, with a provision for increase in salary of not exceeding 12% per annum over the previous year. He will also be eligible for:</p> <p>a. Company maintained car with driver for official purposes which shall be borne by the Company. Use of Company car for private purposes shall be dealt with the Company as per the applicable provisions under the Income Tax Rules, 1962.</p> <p>b. Company owned IT and communication equipments including maintenance and subscription thereof, shall be borne by the Company.</p>	<p>Salary: Rs. 1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum, along with one month's salary as performance incentive – with effect from April 01, 2026, with a provision for increase in salary of not exceeding 12% per annum over the previous year. He will also be eligible for:</p> <p>a. Company maintained car with driver for official purposes which shall be borne by the Company. Use of Company car for private purposes shall be dealt with the Company as per the applicable provisions under the Income Tax Rules, 1962.</p> <p>b. Company owned IT and communication equipments including maintenance and subscription thereof, shall be borne by the Company.</p>	<p>Salary: Rs. 1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum, along with one month's salary as performance incentive – with effect from April 01, 2026, with a provision for increase in salary of not exceeding 12% per annum over the previous year. He will also be eligible for:</p> <p>a. Company maintained car with driver for official purposes which shall be borne by the Company. Use of Company car for private purposes shall be dealt with the Company as per the applicable provisions under the Income Tax Rules, 1962.</p> <p>b. Company owned IT and communication equipments including maintenance and subscription thereof, shall be borne by the Company.</p>
<p>6 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</p>	<p>The remuneration proposed is comparable with the remuneration being offered to the similar position in the telecommunication industry. It is also in line with the Company's remuneration policy the profile of the position and the person.</p>			
<p>7 Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.</p>	<p>He is a Promoter and is a relative of Mr. M Rajaratnam, Mr. M Ravindran and Mr. Kannappa Pillai Mani Ragunathan, Whole-Time Directors of the Company and Mrs. R Vijayalakshmi, the Non-Executive Non-independent Director. He holds 58,31,355 Equity Shares in the Company.</p>	<p>He is a Promoter and is a relative of Mr. M Raajhendhran, Managing Director and Mr. M Ravindran and Mr. Kannappa Pillai Mani Ragunathan, Whole-time Directors of the Company and Mrs. R Vijayalakshmi, the Non-Executive Non-independent Director. He holds 58,05,343 Equity Shares in the Company.</p>	<p>He is a Promoter and is a relative of Mr. M Raajhendhran, Managing Director and Mr. M Rajaratnam and Mr. Kannappa Pillai Mani Ragunathan, Whole-time Directors of the Company and is spouse of Mrs. R Vijayalakshmi, the Non-Executive Non-independent Director. He holds 58,56,000 Equity Shares in the Company.</p>	<p>He is a Promoter and is a relative of Mr. M Raajhendhran, Managing Director and Mr. M Rajaratnam and Mr. Ravindran, Whole-time Directors of the Company and Mrs. R Vijayalakshmi, the Non-Executive Non-independent Director. He holds 56,72,990 Equity Shares in the Company.</p>

III OTHER INFORMATION

<p>1 Reasons of loss or inadequate profits</p>	<p>The Company expects to grow in terms of turnover and profitability in the next financial year.</p>
<p>2 Steps taken or proposed to be taken for improvement</p>	<p>Company is continuously taking steps to improve the profitability by Diversifying the area of operation outside the state and improve the content, viewer ship and revenue.</p>
<p>3 Expected increase in productivity and profits in measurable terms</p>	<p>The Company expects to maintain its present growth and increase the growth by 25% for the FY 2025-26.</p>

The approval of the Members of the Company by way of Special Resolution is being sought for reappointment of Mr. M Raajhendhran as the Chairman and Managing Director, Mr. M Rajaratnam as Whole-Time Director, Mr. M Ravindran, as Whole-Time Director, Mr. Kannappa Pillai Mani Ragunathan, as Whole-Time Director, of the Company for a period of five years from April 01, 2026 to March 31, 2031 and for the remuneration payable to for the period of three years from April 1, 2026 to March, 31, 2029.

None of the Directors or KMP's and/ or their relatives has any concern or interest, financial or otherwise, in this proposed item of business, except Mr. M Raajhendhran (Promoter), Mr. M Rajaratnam (Promoter), Mr. M Ravindran (Promoter), Mr. Kannappa Pillai Mani Ragunathan (Promoter) and Mrs. R Vijayalakshmi (Promoter).

However, in the event of inadequacy of profits, during the tenure of Mr. M Raajhendhran Mr. M Rajaratnam, Mr. M Ravindran, Mr. Kannappa Pillai Mani Ragunathan, the referred remuneration shall be allowed in compliance of the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed hereunder.