

21st May, 2025

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Scrip Code: 532826

Trading Symbol: RAJTV

Dear Sir/Madam,

Sub.: Annual Secretarial Compliance Report for the financial year ended 31st March, 2025

Ref.: Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations, 2015")

Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015, please find enclosed the Annual Secretarial Compliance report for the financial year ended 31st March, 2025.

This will also be hosted on the Company's website, at www.rajtvnet.in

This is for your information and records.

Thanking You.

Yours faithfully,
For **Raj Television Network Limited**

Raajhendhran M
Managing Director
DIN: 00821144

Encl.: a/a



RAJA & ASSOCIATES
Company Secretaries
Flat No.1A, 1st Floor,
Ramaniyam Balaji Towers, No.31,
Balaji Nagar, Pooram Prakasam St,
Royapettah, Chennai – 600014
Email ID: rrracs@gmail.com
Mobile: 96296 26264

ANNUAL SECRETARIAL COMPLIANCE REPORT OF M/S RAJ TELEVISION NETWORK
LIMITED
FOR THE YEAR ENDED 31ST MARCH 2025

We have examined

- (a) all the documents and records made available to us and explanation provided by Raj Television Network Limited ("the listed entity") ('NSE Symbol RAJTV and BSE Code 532826') bearing **CIN:L92490TN1994PLC027709**, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at No.32, Poes Road, Second Street, Teynampet, Chennai, 600018, in the state of Tamil Nadu,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended 31st March 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- e) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations 2009;
- f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;



- h) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- k) Securities and Exchange Board of India (Delisting of Equity shares) (Amendment) Regulation 2016;
- l) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003;
- m) Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and

Further there are no events reported under (f) to (m) for the year under review and hence treated as non-applicable and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

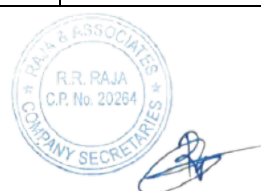
- a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure A**: -
- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Compliance Requirement [Regulations/circulars/guidelines including specific clause]	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil



We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
2.	Adoption and timely updation of the Policies: 1. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities 2. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes	Nil
3.	Maintenance and disclosures on Website: 1. The Listed entity is maintaining a functional website. 2. Timely dissemination of the documents/ information under a separate section on the website. 3. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website.	Yes	Nil
4.	Disqualification of Director: None of the Director(s) of the listed entity is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examined with reference to: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Company has no subsidiaries.
6.	Preservation of Documents: The listed entity is preserving and maintaining	Yes	Nil



	records as prescribed under SEBI Regulations and disposal of records as per Policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit Committee.	Yes	Nil
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	No	SOP issued by SEBI for non-compliance of Regulation 17(1) of SEBI (LODR) Regulations, 2015 with respect to Independent Director Appointment. 1. Regulation 17(1) - Non-compliance with the requirements pertaining to the composition of the Board from both stock exchanges. 2. Regulation 17(1) - Non-compliance with the requirements pertaining to the composition of the Board from both stock exchanges. 3. Regulation 17(1) - Non-compliance with the requirements pertaining to the composition of the Board from both stock exchanges.

12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	During the financial year, there is no change in Statutory Auditors and the Company has no subsidiaries.
13.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	Nil

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. - NA

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based on our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of accounts of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management have conducted the affairs of the listed entity.

Date: 20.05.2025
Place: Chennai



For RAJA & ASSOCIATES

Raja
Practising Company Secretary
M.No.12674
COP No.20264
UDIN: F012674G000382505
Peer Review Cert No.4143/2023

ANNEXURE A to Annual Secretarial Compliance Report:

S. No.	Compliance Requirement [Regulations/circulars/guidelines including specific clause]	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Composition of Board of Directors and Number of Independent Directors to be appointed	Regulation 17(1) of SEBI (LODR) Regulations, 2015	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	Both Stock Exchanges	Fine	The Chairman of the Company being an executive chairman, atleast half of the board of directors shall comprise of Independent directors	2,20,000 + applicable GST levied by each stock exchange.	The Stock Exchanges had levied a fine in the Month of May 2024 for the said violation. The Company has filed a waiver application to both stock exchanges due to the delayed approval by the sectoral regulator for the proposed Independent Director candidature.	The Company has applied for the sectoral regulator approval on 19 th June 2023 though the vacancy was arising only on September 29, 2023 and approval was given on 29 th December 2023. Accordingly, designated stock exchange accepted the waiver application and no fine was paid.	NIL

**RAJA & Associates
Company Secretaries**

S. No.	Compliance Requirement [Regulations/circulars/guidelines including specific clause]	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
2.	Composition of Board of Directors and Number of Independent Directors to be appointed	Regulation 17(1) of SEBI (LODR) Regulations, 2015	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	Both Stock Exchanges	Fine	The Chairman of the Company being an executive chairman, atleast half of the board of directors shall comprise of Independent directors	20,000 + applicable GST levied by each stock exchange.	<p>The Stock Exchanges had levied a fine in the Month of November 2024 for the said violation.</p> <p>The Company has filed a waiver application to both stock exchanges due to the delayed approval by the sectoral regulator for the proposed Independent Director candidature.</p>	The Company has applied for the sectoral regulator approval on 13 th May 2024 though the vacancy was arising only on September 27, 2024 and approval was given on 03 rd October 2024. Accordingly, designated stock exchange has accepted the waiver application and no fine was paid.	NIL



**RAJA & Associates
Company Secretaries**

S. No.	Compliance Requirement [Regulations/circulars/guidelines including specific clause]	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
3.	Composition of Board of Directors and Number of Independent Directors to be appointed	Regulation 17(1) of SEBI (LODR) Regulations, 2015	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	Both Stock Exchanges	Fine	The Chairman of the Company being an executive chairman, atleast half of the board of directors shall comprise of Independent directors	65,000 + applicable GST levied by each stock exchange.	The Stock Exchanges had levied a fine in the Month of March 2025 for the said violation. The Company has filed a waiver application to both stock exchanges due to the delayed approval by the sectoral regulator for the proposed Independent Director candidature.	The Company has applied for the sectoral regulator approval on 13 th May 2024 though the vacancy was arising only on September 27, 2024 and approval was given on 03 rd October 2024. Accordingly, designated stock exchange has accepted the waiver application and no fine was paid.	NIL

