

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-16

(In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and erstwhile Clause 49 of the listing agreement with Stock Exchanges ("Listing Regulations"))

The Corporate Governance Report for the year under Review from 1st April, 2015 to 31st March, 2016:

Corporate Governance is about promoting corporate fairness, transparency and accountability. The corporate governance structure specifies the distribution of rights and responsibilities of the Board, managers, shareholders and other stakeholders, and spells out the rules and procedures for making decisions on corporate affairs.

1. COMPANY'S PHILOSOPHY

The corporate governance of the Company is based on the principles of good corporate citizenship which includes transparency, accountability and commitment to the organization and stake holders. The Company always commits and obliges to values, ethical business conduct and making a distinction between personal & corporate funds in the management of a Company. The Company as ongoing concern basis takes continuous steps for corporate excellence and continuous value addition to its overall growth. In this pursuit, Company's philosophy is led by strong emphasis on human values, individual dignity and adherence to honest, ethical and professional conduct.

POLICIES

In compliance with the requirements of the Listing Regulations, SEBI regulations and Companies Act, 2013, Board of Directors of the Company has approved various policies, as detailed herein:

WHISTLE BLOWER & VIGIL MECHANISM POLICY

As per Section 177 of the Companies Act, 2013 and as per Listing Regulations, a comprehensive Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the employees and directors to report instances of any unethical act or suspected incidents of fraud or violation of Companies Code of conduct or ethics policy. This Policy (copy of which is uploaded on the website of the Company) safeguards whistle-blowers from reprisals or victimization.

CODE OF CONDUCT

The Company has also adopted a Code of Conduct for the Members of the Board of Directors and Senior Management and all the Directors and senior functionaries as defined in the Code provide their annual confirmation of compliance with the Code. Copy of the Code is available on the website of the Company www.rajtvnet.in. Besides the Code, the Company has also put in place a policy on Ethics at Work place, applicable to all employees. A declaration affirming compliance with the Code of Conduct by the Members of the Board and Senior Management Personnel is given below

DECLARATION

I confirm that the Company has obtained from all Directors and Senior Management Personnel of the Company their affirmation of compliance with the Code of Conduct for Members of the Board and Senior Management of the Company for the financial year ended March 31, 2016.

Chennai,
July 29th, 2016

M RAAJHENDHRAN
Chairman and Managing Director

RELATED PARTY TRANSACTION POLICY

In compliance with the requirements of Listing Regulations the Board of Directors of the Company has approved a Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company. The said Related Party Transaction Policy can be viewed on www.rajtvnet.in

POLICIES & CODE AS PER SEBI INSIDER TRADING REGULATIONS

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI Circular no CIR/ISD/01/2015 dated May 11, 2015, the Company has:

- Formulated a Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with Regulation 8 (Code of fair disclosure) and published the same on its website at www.rajtvnet.in.
- Formulated a Code of Conduct for Regulating, Monitoring and Reporting of Trading by insiders in accordance with Regulation 9 (Code of Conduct).

Mr. Joseph Cheriyan, Compliance Officer & Company Secretary of the Company is Compliance officer for the purposes of Insider Trading Code, and the Investor Relations Officer for the purpose of Fair Disclosure policy.

FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through induction programs at the time of their appointment as Directors. While review and approval of quarterly and annual financial statements of the Company are taken up detailed presentation covering inter alia economy and industry overview, key regulatory developments, strategy and performance of individual channels / profit centres is made to the Board.

2. BOARD OF DIRECTORS:

Board Composition:

Composition and Category of Directors.

Board of Directors of the Company has an ideal combination of Executive and Non-Executive Directors to ensure independent functioning. The Board consists of Nine Directors including Non- Executive Directors of eminent personalities with expertise in business, finance, taxation, legal and administration. The current composition of the Board is in conformity with the Listing Regulations. Mr. M. Raajhendhran, Managing Director is the Chairman of the Board who acts under guidance and supervision of the Board. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149 (6) of the Companies Act, 2013 and the Listing Regulations.

The composition of the Board of Directors as on March 31, 2016 are given below:

Category of Directors	No of Directors	Percentage to total no of Directors
Executive Director(s)	4	44.44%
Relative to Executive Director	1	11.12%
Non-Executive Independent Directors	4	44.44%
Total	9	100%

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During the Financial Year under review, 4 (Four) meetings of the Board were held on May 27, 2015, July 21- 2015, October 23 -2015, January 29- 2016. The annual calendar of meetings is broadly determined at the beginning of each Financial Year.

Chairmanship held in Indian Public Companies and Membership/Chairmanship of various Board Committees of other Indian Public Companies as at March 31, 2016 are as under:

Name of the Director	Category	No. of Board Meetings held during the year		Attendance at the 21 st AGM held on 30 th September 2015	No. of Directorship held in other public Comp.	Number of Committee membership held in other Companies
		Held	Attended			
Shri. Raajhendhran M	MD	4	4	Yes	1	Nil
Shri. M. Rajarathinam	WTD	4	4	Yes	1	Nil
Shri. M. Ravindran	WTD	4	4	Yes	1	Nil
Shri. M. Reghunathan	WTD	4	4	Yes	1	Nil
Shri. D. R. Kaarthikeyan	NEID	4	3	Yes	10	5
Shri. A. Arjuna Pai	NEID	4	4	Yes	Nil	Nil
Shri. R. Rajagopalan	NEID	4	3	No	Nil	Nil
Shri.Mohan Kameswaran	NEID	4	2	No	Nil	Nil
Smt R.Viajayalakshmi	Woman Director	2	2	Yes	1	Nil

Note : MD- Managing Director, WTD- Whole Time Director, NEID- Non Executive and Independent Director.

BOARD PROCEDURE:

Board Meetings of the Company are duly called and held by giving proper notice. The Company Secretary in consultation with Chairman and other Directors drafts agenda of the Board meetings. All major agenda items along with comprehensive notes on each item in agenda are sent well in advance of the date of the Board meetings to enable the Board to take informed decision. Any Board member may in consultation with the Chairman bring up other additional matter for consideration by the Board. Heads of Departments of Finance and Strategic Planning are normally invited to the Board meetings to provide necessary insights into the working of the Company and for discussing corporate strategies and other related matters. The Board also reviews the minutes of the Audit Committee and other committees. The Board periodically reviews Compliance Reports in respect of laws and regulations applicable to the Company in succeeding meeting. A certificate signed by the Managing Director and Whole Time Director is placed before the Board on compliance with the financial disclosure as provided under the Listing Regulations. During the financial year under review, Board met 04 (four) times on May 27 – 2015, July 21- 2015, October 23 - 2015, January 29 - 2016. The maximum gap between two Board Meetings was four months as prescribed under Listing Agreement. The Board periodically reviews Compliance Reports in respect of various laws and regulations applicable to the Company.

Brief profile of the Directors of the Company to be appointed/re-appointed at the Annual General Meeting:-

NAME AND DESIGNATION	M. RAVINDRAN WHOLE TIME DIRECTOR DIN 00662830	A.ARJUNA PAI INDEPENDENT DIRECTOR DIN : 01830471
Profile	Mr. M. Ravindran, has been a Whole Time Director of the company since the date of incorporation. He is in charge of the in house production of various programs and overall operation of the Channels. Mr. Ravindran, equipped with technical expertise in the entertainment field, he looks after the technical aspects of the Company's operation. He is responsible for the launching of new channels and day to day programming of all channels. He is also responsible for the other day to day administrative and establishment affairs of the Company.	Mr. A. Arjuna Pai -a senior fellow member of The Institute of the Chartered Accountants of India, he is a partner in M/s Menon & Pai, a firm of Chartered Accountants engaged in audit and corporate advisory services. Before associating with M/s Menon & Pai he had occupied various key positions in some of the reputed organizations in Chennai with both financial advisory and administrative role. He is the Chairman of the Audit Committee of the Board of Directors of the Company.
Remuneration	Rs. 1,20,00,000/- Per Annum	Nil
Recognition or awards	NIL	NIL
Job profile and suitability	Mr. M. Ravindran, Whole Time Director of the company is actively involved in content acquisition for the day today operation and administrative control of the Company's Channel.	He is a Fellow member of Institute of Chartered Accountants of India and has wide experience in the field of accounts, finance and management.
Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any	He being promoter Directors is the relative of the whole time Directors & Managing Director. Besides, the Salary, Mr. M. Ravindran does not have any other pecuniary relationship with the Company.	He is an Non Executive Independent Director of the company and has no pecuniary relationship except receiving sitting fees on the meetings of the board or committees of the board of directors of the company.

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BOARD COMMITTEES

Particulars of Meetings of Board Committees held during the year along with details of Directors attendance at such Committee Meeting(s) are detailed herein:

Particulars of Committee Meetings	Audit Committee	Nomination & Remuneration Committee	Stakeholders Grievance Committee	Corporate Social Responsibility Committee
No of Meetings	5	1	1	1
		Directors Attendance		
Shri. Raajhendhran M.	NA	NA	2/2	NA
Shri. M. Rajarathinam	NA	NA	NA	NA
Shri. M. Ravindran	5/5	NA	2/2	NA
Shri. M. Reghunathan	NA	NA	NA	2/2
Shri. D. R. Kaarthikeyan	NA	0/2	2/2	2/2
Shri. A. Arjun Pai	5/5	2/2	NA	1/1
Shri. R. Rajagopalan	4/5	2/2	NA	1/2
Shri.Mohan Kameswaran	NA	NA	NA	NA
Smt Vijayalakshmi Ravindran	NA	NA	NA	NA

Note: NA denotes that the director is not a Member of such Committee. Nil denotes that the director has not attended any meeting of such Committee during the year.

In compliance with the requirements of Listing Regulations and Section 149 read with Schedule IV of the Companies Act, 2013, the Independent Directors of the Company met on October 23, 2015 to review performance of the Chairman and other Non-Independent Directors, evaluate performance of the Board and review flow of information between the management and the Board.

Details of Board Committees are as mentioned herein:

A. AUDIT COMMITTEE

CONSTITUTION

As at March 31, 2016, the Audit Committee of the Board comprised of three (3) Directors including Mr. A. Arjuna Pai (FCA), Independent Director as Chairman and Shri. R. Rajagopalan, Independent Director and Shri. M. Ravindran, Executive Director as its Members

The Broad terms of reference including the composition, name, number of meetings held and attended during the year is as below:

Name of the Director	Status and Category	No. of Meetings	
		Held	Attended
Mr. A. Arjuna Pai	Chairman- Independent & Non Executive Director	5	5
Dr. R. Rajagopalan	Member- Independent & Non Executive Director	5	4
Mr.M. Ravindran	Member- Executive Director	5	5

During the year under review, five (5) meetings of the Audit Committee were held on May 15 – 2015, May – 27, 2015, July 21 - 2015, October 23 – 2015, January 29 - 2016.

TERMS OF REFERENCE

The Terms of reference and role of the Audit Committee are as per guidelines set out in Part C of shedule II of SEBI(LODR) , 2015 and Section 177 of Companies Act, 2013. The Committee meets periodically and inter alia reviews:

- Accounting and financial reporting process of the Company;
- Audited and Un-audited financial results;
- Internal Audit reports, risk management policies and reports on internal control system;
- Discusses the larger issues that are of vital concern to the Company including adequacy of internal controls, reliability of financial statements/other management information, adequacy of provisions for liabilities and whether the audit tests are appropriate and scientifically carried out in accordance with Company's current business and size of operations;
- Transactions proposed to be entered into by the Company with related parties and approves such transactions including any subsequent modifications there to;
- Functioning of Whistle Blower & Vigil Mechanism Policy; and
- Recommends proposals for appointment and remuneration payable to the Statutory Auditor, Internal Auditors and Chief Financial Officer, Company Secretary KMP and Relatives of KMP.

The Audit Committee also reviews adequacy of disclosures and compliance with all relevant laws.

The Audit Committee has been additionally vested with powers and functions of Risk Management Committee which inter alia includes :

- a) review of risk management policies and business processes to ensure that the business processes adopted and transactions entered into by the Company are designed to identify and mitigate potential risk;
- (b) laying down procedures relating to Risk assessment and minimization; and
- (c) formulation, implementation and monitoring of the risk management plan.

Audit Committee meetings are generally attended by the Managing Director & Chief Executive Officer, Chief Financial Officer and representative of Statutory Auditors of the Company. Internal Auditors attend Audit Committee Meetings wherein the Internal Audit reports are considered by the Committee. The Company Secretary acts as the Secretary of the Audit Committee.

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B. REMUNERATION COMMITTEE:

a) Nomination and Remuneration Committee:

CONSTITUTION

In compliance with requirements of Listing Regulations and Section 178 of the Companies Act, 2013, during financial year 2015-16, the Board has "Nomination and Remuneration Committee" which comprises all Non-Executive Independent Directors and comprises of Dr. R. Rajagopalan, as Chairman, Mr. A. Arjuna Pai and Mr. D. R. Kaarthikeyan as member. During the year under review the Committee met twice on May 15, 2015 and January 29, 2016.

TERMS OF REFERENCE

The terms of reference of the Nomination and Remuneration Committee include:

- Formulation of guidelines for evaluation of candidature of individuals for nominating and/ or appointing as a Director on the Board including but not limited to recommendation on the optimum size of the Board, age / gender / functional profile, qualification / experience, retirement age, number of terms one individual can serve as Director, suggested focus areas of involvement in the Company, process of determination for evaluation of skill sets, etc.
- Formulation of the process for evaluation of functioning of the Board – individually and collectively and making recommendation as to the Board remuneration including the salary and/or commission payable to the Directors; and Chief Financial Officer, Company Secretary KMP and Relatives of KP.
- Recommend nominations / appointments to the Board, including Executive Directors / Independent Directors and suggest the terms of such appointments;
- Recommend all elements of remuneration package of Whole-time Directors including increment / incentives payable to them within the limits approved by the Board / Members; and
- Decide and approve issuance of Stock Options, including terms of grant etc under the Company's Employee Stock Option Scheme.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

Performance of each of the Independent Directors are evaluated every year by the entire board with respect to various factors like personal traits which include business understanding, communicate skills, ability to exercise objective judgment in the best interests of the Company and on specific criteria which include commitment, guidance to Management, deployment of knowledge and expertise, management of relationship with various stakeholders, independence of behaviour and judgment, maintenance of confidentiality and Contribute to corporate governance practice within the Company.

REMUNERATION POLICY

The guiding principle of the remuneration policy of the Company is that the remuneration and other terms of engagement / employment shall be competitive enough to ensure that the Company is in a position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's management year on year thereby creating long-term value for all stakeholders of the Company. An extract of the Remuneration policy approved by the Nomination & Remuneration Committee of the Board has been included as a part of this Annual report.

The remuneration paid to the Managing Director and other Executive Directors during the period under review are as follows:

Name and Designation	Period	Salary and Allowances (Amount in Rs.)
Mr. M. Raajhendhran, Managing Director	01-04-2015 to 31-03-2016	1,20,00,000/-
Mr. M. Rajarathnam, Director	01-04-2015 to 31-03-2016	1,20,00,000/-
Mr. M. Ravindran, Director	01-04-2015 to 31-03-2016	1,20,00,000/-
Mr. M. Raghunathan, Director	01-04-2015 to 31-03-2016	1,20,00,000/-

At the 21st AGM held on 30th September, 2015, all the above directors have been re-appointed for a further period of Five years starting from 01-04-2016 to 31-03-2021. Due to the inadequacy of profit, the company had adopted for the payment of the remuneration the limits prescribed under Schedule V – Part II based on the effective capital of the company. The committee based on the the effective capital of the company, limits of remuneration and other details as specified under Section II and III of the Part of II of the Schedule V of the Companies Act, 2013 the remuneration to the Managing Director and Whole Time Directors of the company have been fixed. The remuneration paid is within the limits prescribed by the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the companies Act, 2013, adopt and approved by members during the 21st AGM held on 30th September 2015.

During the period under review, no increment or variation effected for the remuneration paid to Managing Director and other Executive Directors.

REMUNERATION PAYABLE TO NON-EXECUTIVE DIRECTORS

Non-Executive Independent Directors on the Board of Directors of the company has helped the company to achieve multifold growth. Each independent director brings to the Board vast experience and intellect in multifarious fields relevant to the unique requirements of the company. In the light of the services rendered by Non Executive Independent Directors for the business of the company and in keeping with the best corporate governance principles it is considered desirable that they are remunerated for their contribution made to the company. The sitting fees for the directors of the company are as under:

For Attending board meeting: Rs.30,000/= (Rupees thirty thousand only)

For attending committee meeting of the Board: Rs.15,000/= (Rupees fifteen thousand only).

Details of the remuneration paid/payable to the Non-Executive Directors of the Company for Financial year 2015-2016 are as under:

Particulars	Sitting fees paid for attending Board Meetings held during the year including Separate meeting of Independent Directors	Sitting fees paid for attending Audit Committee	Sitting fees paid for attending Nomination & Remuneration Committee	Sitting fees paid for attending Stakeholders Grievance Committee	Sitting fees paid for attending Corporate Social Responsibility Committee / Others
No of Meetings	4+1	5	2	2	2
Directors Attendance					
Shri. D. R. Kaarthikeyan	120000	NA	Nil	30000	30000
Shri.. A. Arjun Pai	150000	75000	30000	NA	15000
Shri. R. Rajagopalan	120000	60000	30000	NA	15000
Shri.Mohan Kameswaran	60000	NA	NA	NA	NA
Smt Vijayalakshmi R	60000	NA	NA	NA	NA

The Non-Executive Independent Directors of the Company do not have any other material pecuniary relationships or transactions with the Company or its directors, senior management, subsidiary or associate, other than in normal course of business.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

CONSTITUTION

In compliance with Section 178 of the Companies Act, 2013, during financial year 2015-16, the Board has 'Stakeholders Relationship Committee', which currently comprise of Mr. D. R. Kaarthikeyan, Non Executive Independent Director as Chairman, Mr. Raajhendhran M Managing Director and Mr. M. Ravindran, Executive Director as Member. The Company Secretary is the Secretary of the Committee. The role of the Shareholders and Investor Grievance Committee is to ensure efficient transfer of shares and proper and timely attendance of investors' grievances. The Company Secretary is the Compliance Officer of the Company. During the year under review, Share Transfer and Investor Grievance Committee met Two Times on May 27, 2015 and October 23, 2015. All committee members attended the meeting. The Company has received the report from M/S Cameo Corporate Services Limited, Chennai, the Registrar and Share transfer Agent for the and observed that no complaints or grievances reported from shareholders. The Company has exclusively designated the following email id for the investor relations: redressal@rajtvnet.in.

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TERMS OF REFERENCE

Terms of reference of the Stakeholders Relationship Committee is to supervise and ensure efficient transfer of equity and preference shares of the Company and proper and timely attendance of investors' grievances. The Committee has delegated the power of approving requests for transfer, transmission, rematerialisation, and dematerialization etc of shares of the Company to the executives in the Secretarial Department of the Company.

Details of number of requests/complaints received from investors and resolved during the year ended March 31, 2016, are as under:

Nature of Correspondence	Received	Replied / Resolved	Pending
Non –receipt of Dividend Warrants	0	0	0
Non receipt of Share certificates	1	1	0
Letter received from SEBI/Stock Exchanges	1	1	0
Non-receipt of Annual Report	5	5	0
Dividend DD Revalidation requests.	1	1	0
Dividend credit Advice request	1	1	0

OTHER BOARD COMMITTEES

In addition to the above, the Board has constituted following Committees to exercise powers delegated by the Board as per the scope mentioned herein:

I) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

In compliance with the requirements of Section 135 read with Schedule VII of the Companies Act 2013, the Board has constituted Corporate Social Responsibility Committee comprising of Shri D.R. Kaarthikeyan –Non Executive Independent Director as the Chairman of the Committee, Shri. R. Rajagopalan Non-Executive Independent Director as member and Shri.M.Ragunathan – Executive Director as Member. A detailed report on CSR activities undertaken by the Company forms part of this Annual Report. The Corporate Social Responsibility Committee met Twiceduring the FY 15-16 on May 27, 2015 and October 23, 2015. All committee members attended the meeting.

6. ETHICS AND COMPLIANCE COMMITTEE

CODE OF CONDUCT:

The Company has laid down and adopted Code of Conduct for Members of the Board of Directors and Senior Management of the Company. The Code has been posted on Company's website. All the Directors and employees of the Company strictly adhere to the said code of conduct. A declaration signed by the Managing Director affirming compliance with the code of conduct is annexed herewith and forms part of this report.

PREVENTION OF INSIDER TRADING:

The Company has instituted a comprehensive Code of Conduct for the prevention of insider trading for its Directors/Designated employees/officers as laid down under SEBI (Insider trading) Regulation, 1992 on Insider Trading. All the Directors and Designated employees of the Company comply with such guidelines. The Company also maintains proper records with requisite particulars as per procedure and guidelines prescribed under the said regulations.

7. GENERAL BODY MEETING:

The 22nd Annual General Meeting of the Company for the Financial Year 2015-16 will be held on Friday ,30 the September 2016 at 10.00 a.m. Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004

i) The Company calls and holds the Annual general Meeting of the Shareholders after giving due notice to the members. The location, date and time of the Annual General Meetings held during last 3 years along with Special Resolution(s) passed at these meetings are:

Financial Year	Location	Date	Time	Special Resolutions passed
2012-13	Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004.	September 30,2012	10.00 A.M.	YES
2013-14	Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004.	September 19,2014	10.00 A.M.	YES
2014-15	Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004.	September 30,2015	10.00 A.M.	YES

ii) Whether any special resolution passed at previous 3 AGMs: YES

The Following Special Resolutions were passed at the Previous Year AGM held on 30th September 2015:

Details of Resolutions	Resolution Passed on	Total No of Votes in Favour	Total No of Votes against	% of votes in favor	% of Votes Against
Re-appointment of Shri M. Raajhendran, Managing Director (holding DIN 00821144) for a further period of Five years from 01-04-2016 to 31-03-2021 and fixation his terms and conditions thereof.	30.09.2015	36736828	Nil	100	Nil
Re-appointment of Shri M. Rajarathinam, Whole Time Director (holding DIN00839174) for a further period of Five years from 01-04-2016 to 31-03-2021 and fixation his terms and conditions thereof.	30.09.2015	36736828	Nil	100	Nil
Re-appointment of Shri M. Ravindran, Whole Time Director (holding DIN 00662830) for a further period of Five years from 01-04-2016 to 31-03-2021 and fixation his terms and conditions thereof.	30.09.2015	36736828	Nil	100	Nil
Re-appointment of Shri M. Ragunathan, Whole Time Director (holding DIN 00662769) for a further period of Five years from 01-04-2016 to 31-03-2021 and fixation his terms and conditions thereof.	30.09.2015	36736828	Nil	100	Nil

All the above resolutions were passed with requisite majority.

No resolution was passed through Postal Ballot during the Financial Year 2015-16. None of the resolutions proposed at the ensuing Annual General Meeting need to be passed by Postal Ballot.

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8. DISCLOSURES:

The Whistle Blower & Vigil Mechanism Policy approved by the Board has been implemented and no personnel have been denied access for making disclosure or report under the Policy to the Vigilance Officer and/or Audit Committee.

There are no Related Party Transactions between the Company and its Promoters, Directors or Key Management Personnel or their relatives, having any potential conflict with interests of the Company at large.

There has not been any non-compliance by the Company and no penalties or strictures imposed by SEBI or Stock Exchanges or any other statutory authority on any matter relating to capital markets, during the last three years.

The Financial Statements of the Company are prepared on accrual system of accountings in accordance with Generally Accepted Accounting Principles in India along with the Accounting Standards issued by the Institute of Chartered Accountants of India and the Provisions of the Companies Act, 2013.

The Company also follows the guidelines laid in the Standards on Secretarial Practice of The Institute of Company Secretaries of India relating to meetings of Board and its Committees, General Meetings etc. as a regular practice.

The Company has complied with all the mandatory requirements of clause 49 of the listing agreement and it has been submitted to Stock Exchanges on quarterly basis.

COMPLIANCE WITH NON-MANDATORY REQUIREMENTS

The Company has complied with all mandatory requirements of Listing Regulations. The status of compliance with non-mandatory requirements of the Listing Regulations are as detailed hereunder:

Audit Qualification – The financial statements of the Company are unqualified.

9. RISK MANAGEMENT:

In compliance with the norms of the Listing Regulations, the Company continuously reviews all types of risks and takes possible steps to minimize the existing risk and check the future risk. The Company has also a regular review mechanism to curb out any anticipated risk.

10. MEANS OF COMMUNICATION:

The Company regularly sends the Annual Report to the shareholders in their residential address within time before Annual General Meeting of the Company. The Company also promptly intimates the financial results and outcome of the Board and Audit Committee immediately after the meeting for the information of the investors and shareholders. As required under the listing agreement the quarterly results of the Company are published in one English National Daily edition and one Tamil Regional Daily Newspaper. Moreover, all the important announcements and events including financial results are also up loaded regularly on the Company's website. Annual Report containing, inter alia, Audited Annual Accounts, Directors Report, Auditors Report and other important information is circulated to members and others entitled thereto by physical mode and electronic mode (email) as per the circular of Ministry of Corporate Affairs. Management Discussions and Analysis Report forming part of annual report are annexed separately.

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GENERAL SHAREHOLDER INFORMATION

1	Date, Time and Venue of Shareholders' Meeting	Meeting :Annual General Meeting Day & Date : Friday , 30 th September 2016 Time : 10:00 A M Venue : Bharatiya Vidya Bhavan,18-22, East Mada Street, Mylapore, Chennai-600 004
2	Financial Year	2015-2016
3	Date of Book Closure	Friday , 23rd September 2016 to Friday, 30th September 2016 (both days inclusive)
4	Dividend Payment Date	On or after October 5, 2016
5	Registered office & Address for correspondence	Raj Television Network Ltd, 32, Poes Road 2nd Street, Teynampet, Chennai - 600 018. Phone: 044 24334149, 24334150, 24334151, 24351898, 24352926. Fax: 91-44-24341260 Email: administrator@rajtvnet.in Website: www.rajtvnet.in, www.rajtv.tv
6	Corporate Identification Number	L92490TN1994PLC027709
7	Listing on Stock Exchanges	BSE Limited BSE) The National Stock Exchange of India Limited (NSE)
8	Stock Code	BSE— 532826, RAJTV NSE— RAJTV EQ
9	ISIN No.	INE952H01027
10	Registrar & Share Transfer Agent	CAMEO CORPORATE SERVICES LIMITED Subramanian Building, No.1, Club House Road, Chennai-600 002 Phone No. 044-28460390-94, Fax No. 28460129 Email: cameo@cameoindia.com
11	Depository Platform	National Securities Depository Ltd (NSDL) Central Depository Services (India) Ltd, CDSL
12	Compliance Officer	Mr. Joseph Cheriyan, Company Secretary Email : Comp_sec@rajtvnet.in
13	Share Transfer System	The Company has appointed M/S Cameo Corporate Services Limited as Common Registrar and Share Transfer Agent (RTA) for both physical and dematerialized shares. All requests received by the Company/ RTA for Dematerialization, Rematerialization, Transfer, Transmission, Sub-Division, Consolidation of Shares or any other related matters are disposed off expeditiously within time.

Sub-division of Shares

Pursuant to the approval of the members at the Meeting held on March 14, 2014, the Company had sub-divided the nominal face value of its equity shares from Rs 10 per share to Rs 5 per share, with effect from March 31, 2014. From this day onwards trading in equity shares of Re 1 each commenced and consequently the equity shares of ₹ 10 each ceased to trade on the exchanges.

For the shareholders who were holding Equity shares in physical form, the Company had sent intimation to seek exchange of the old certificates of face value of Rs 10 each with new certificate of face value of Rs 5 each. For the shareholders holding shares in demat form, the depositories automatically gave the effect of splitting of face value of shares by way of a Corporate action dated March 25, 2014.

Shareholders who could not exchange their old Equity certificates earlier for the new certificates and who are desirous of exchanging the same, should write to the Company or its Registrar and Share Transfer agent requesting for sub -divided share certificate and attaching old share certificate in original

Unclaimed Shares

Pursuant to Clause 5A of the Listing Agreements, details in respect of the physical shares, which were issued by the Company from time to time and lying in the suspense account.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

Details of outstanding shares in raj Television Network Limited Unclaimed Shares Suspense Account.

Particulars	Aggregate Number of Shareholders	Shares lying in Suspense Account
Aggregate number of shareholders and the outstanding shares in the suspense account as at April 1, 2015	16	456
Fresh undelivered cases during the financial year 2015-16	Nil	Nil
Number of shareholders who approached the Company for transfer of shares from suspense account till March 31, 2016	Nil	Nil
Number of shareholders to whom shares were transferred from the Suspense account till March 31, 2016		
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2016	16	456

The voting rights on the equity shares outstanding in the suspense account as on March 31, 2016 shall remain frozen till the rightful owner of such shares claims the shares.

Dividend

The Board of Directors have recommended payment of Equity Dividend @ 0.25 paise per share on paid up value of Re 5 per share i.e. 5% on the paid up equity capital of the Company and such Equity Dividend shall be payable upon approval by the Members of the Company on the outstanding capital as at the Record Date.

Equity Dividend, if approved by Members at the ensuing Annual General Meeting, will be paid to all those equity shareholders whose name appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrars on or before September 23rd, 2016 and in the list of beneficial owners furnished by National Securities Depository Limited and/or Central Depository Services (India) Limited, in respect of shares held in electronic form, as at the end of the business on September 23, 2016.

Details of Unpaid Dividend and IEPF Transfer details

Dividend for the financial year ended March 31, 2008, which remains unpaid or unclaimed, will be due for transfer to the Investor Education and Protection Fund on completion of seven years. Members who have not encashed their dividend warrant(s) issued by the Company for the financial year ended March 31, 2008, or any subsequent financial year(s), are requested to seek issue of duplicate warrant(s) by writing to the Registrar and Share Transfer Agent of the Company.

Information in respect of unclaimed dividend of the Company for the subsequent financial years and date(s) when due for transfer to Investor Education and Protection Fund is given below, in accordance with the provisions of Section 124 (5) of the Companies Act, 2013:

RAJ TELEVISION NETWORK LIMITED-UNPAID DIVIDEND ACCOUNT			
Nature of Dividend	DIVIDEND WARRANT DATE	UNPAID DIVIDEND AMOUNT (Rs)	DUE FOR IEPF TRANSFER
Final Dividend 2007-08	10.10.2007	54,355.00	TRANSFERRED TO IEPF
Final Dividend 2008-09	10.10.2008	93,546.00	TRANSFERRED TO IEPF
Final Dividend 2011-12	10.08.2012	37,279.00	29.08.2019
Final Dividend 2012-13	10.10.2013	43,356.00	09.11.2020
Interim Dividend 2013-14	20.02.2014	15,260.50	26.02.2021
Final Dividend 2013-14	10.10.2014	21,879.00	09.11.2021
Final Dividend 2014-15	10.10.2015	271,018.00	09.11.2022

PAN & Change of Address

Members holding equity share in physical form are requested to notify the change of address/dividend mandate, if any, to the Company's Registrar & Share Transfer Agent, at the address mentioned above.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding equity share in dematerialized form are requested to submit their PAN, notify the change of address/dividend mandate, if any, to their respective Depository Participant (DP). Members holding shares in physical form can submit their PAN, notify the change of address/dividend mandate, if any, to the Company/Registrar & Share Transfer Agent.

Share Transfer System

Equity Shares sent for physical transfer or for dematerialization are generally registered and returned within a period of 7 days from the date of receipt of completed and validly executed documents.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

DEMATERIALIZATION OF SHARES & LIQUIDITY

Dematerialisation of Shares & Liquidity to facilitate trading of Equity shares of the Company in dematerialised form the Company has made arrangements with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shareholders can open account with any of the Depository Participant registered with any of these two depositories. As on March 31, 2016, 99.99% of the equity shares of the Company is held by 8956 equity shareholders in the dematerialized form and the balance 0.01% is held by 77 equity shareholders in physical form. Entire equity shareholding of the promoters in the company is held in dematerialized form.

OUTSTANDING CONVERTIBLE SECURITIES

There are no outstanding Securities including Stock options issued by the Company and convertible into equity shares of the Company as at March 31, 2016.

Equity SHARE CAPITAL BUILD-UP

Particulars	Allotment Date	No. of Equity Shares	Face value (Rs.)	Cumulative No of shares	Cumulative Paid up Capital
Subscribers to Memorandum	03-06-1994	7	10	7	70
Further Issue of share capital Subscribed by existing share holders	14-12-2000	1784107	10	1784114	17841140
Bonus Issue – I (Bonus issue to Existing Equity Share holders @ rate of 5:1)	08-09-2006	8920535	10	10704649	107046490
Public Issue	31-03-2008	2273687	10	12978336	129783360
Stock Split (from Face Value Rs. 10 /- to Rs. 5/-)	31-03-2014	25956672	5	25956672	129783360
Bonus Issue –II (Bonus issue to Existing Equity Share holders @ rate of 1 :1)	31-03-2014	25956672	5	51913344	259566720
Issued and Paid-up Capital as at March 31, 2016				Rs.25,95,66720/-	

CAPITAL STRUCTURE as On Date

Period		Capital Structure (Raj Television Network)					
		Instrument	Authorized Capital	Issued Capital	- P A I D U P - (Rs. in Crores)		
From	To		(Rs. cr)	(Rs. cr)	Shares (nos)	Face Value	Capital
2015	2016	Equity Share	30	25.96	51913344	5	25.96
2014	2015	Equity Share	30	25.96	51913344	5	25.96
2013	2014	Equity Share	30	25.96	51913344	5	25.96
2012	2013	Equity Share	15	12.98	12978336	10	12.98
2011	2012	Equity Share	15	12.98	12978336	10	12.98
2010	2011	Equity Share	15	12.98	12978336	10	12.98
2009	2010	Equity Share	15	12.98	12978336	10	12.98
2008	2009	Equity Share	15	12.98	12978336	10	12.98
2007	2008	Equity Share	15	12.98	12978336	10	12.98
2006	2007	Equity Share	15	12.98	12978336	10	12.98
2005	2006	Equity Share	15	1.78	1784107	10	1.78
2004	2005	Equity Share	2	1.78	1784107	10	1.78

Share Holding Pattern: a- Distribution of Shareholding as on 31st March 2016.

Category (Amount)	No. of Cases	% of Cases	Total Shares	Amount	% of Amount
1 - 5000	8637	95.616	1338487	6692435	2.5783
5001 - 10000	154	1.7048	231839	1159195	0.4465
10001 - 20000	81	0.8967	244171	1220855	0.4703
20001 - 30000	33	0.3653	159347	796735	0.3069
30001 - 40000	15	0.166	105382	526910	0.2029
40001 - 50000	14	0.1549	129042	645210	0.2485
50001 - 100000	29	0.321	404703	2023515	0.7795
100001 - And Above	70	0.7749	49300373	246501865	94.9666
Total :	9033	100	51913344	259566720	100

Stock Market Data Relating to Equity Shares of the company Listed in India

Month	Bombay Stock Exchange (Amount in INR)			National Stock Exchange (Amount in INR)		
	High	Low	No Of Shares	High	Low	No Of Shares
Apr-15	119.00	107.00	4774972	114.80	106.35	73,16,867
May-15	116.30	110.20	3382950	116.60	110.30	63,96,745
Jun-15	114.80	40.90	2404723	114.50	42.50	36,15,715
Jul-15	86.00	38.90	2171641	86.00	40.80	30,04,107
Aug-15	84.95	50.10	504318	84.00	49.35	8,08,154
Sep-15	56.80	45.15	161513	57.15	45.00	6,91,038
Oct-15	83.45	45.35	626133	83.35	41.70	11,18,912
Nov-15	65.20	55.50	216786	66.00	51.60	8,03,558
Dec-15	63.00	52.30	330197	63.55	52.00	15,13,504
Jan-16	74.40	43.80	1225548	74.50	43.40	35,50,642
Feb-16	64.00	45.50	324932	65.00	47.05	11,67,319
Mar-16	64.90	48.80	1168674	64.45	49.00	23,80,043

Source: BSE website and NSE website.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

DEMATERIALISATION POSITION AS ON 31 MARCH 2016

CODE	NO.OF HOLDERS	TOTAL POSITIONS	% OF HOLDINGS
PHYSICAL	77	428	0.000824
NSDL	6044	39553303	76.191013
CDSL	2912	12359613	23.808161
TOTAL	9033	51913344	100

SHAREHOLDERS' CORRESPONDENCE

The Company has attended to all the investors' grievances/ queries/ Information requests except for the cases where the company is restrained due to some pending legal proceedings or court/statutory orders. It is the endeavor of the Company to reply all letters / communications received from the shareholders within a period of 5 working days. All correspondence may be addressed to the Registrar & Share Transfer Agent at the address given in this Shareholders Information section. In case any shareholder is not satisfied with the response or do not get any response within reasonable period, they may approach the Investor Relations Officer of the Company.

OUTSTANDING CONVERTIBLE SECURITIES

There are no outstanding Securities including Stock options issued by the Company and convertible into equity shares of the Company as at March 31, 2016
Categories of Shareholders as on March 31, 2016

Category	No of Holders	No of Shares	Percentage of Holding
PROMOTER & PROMOTER GROUP	8	36297244	69.92
Individual shareholders	8479	11061886	21.31
Domestic Companies	207	2923160	5.63
CLEARING MEMBERS	38	133086	0.26
HINDU UNDIVIDED FAMILIES	244	1467174	2.83
NON RESIDENT INDIANS	57	30794	0.06
Total	9033	51913344	100.00

CORPORATE BENEFITS TO INVESTORS DIVIDEND DECLARED FOR THE PAST YEARS

Announcement Date	Effective Date	DividendType	Dividend (%)	Remarks
27-05-2016	30.09.2016	Final	5	Rs.0.25 share(5%)Final Dividend (Proposed)
27-05-2015	18-09-2015	Final	10	Rs.0.50 per share(10%)Final Dividend
14-05-2014	08-09-2014	Final	5	Rs.0.25 share(5%)Final Dividend
28-01-2014	13-02-2014	Interim	5	Rs.0.50 per share(5%)Interim Dividend
27-05-2013	20-09-2013	Final	10	Rs.1.00 per share(10%)Final Dividend
30-04-2012	20-07-2012	Final	10	Rs.1.00 per share(10%)Dividend
29-07-2008	19-09-2008	Final	15	Rs.1.50 per share(15%)Dividend
30-07-2007	17-09-2007	Final	10	Rs.1.00 per share(10%)Dividend

Note: Final Dividend for the FY 2015-16

Dividend of Rs. 0.25 Per share of face value 5 each, recommended by Directors on 27th May 2016 is subject to declaration by shareholders at the ensuing Annual General Meeting.

BONUS ISSUES OF FULLY PAID-UP EQUITY SHARES

Financial Year	Ratio
2005-2006	5:1
2013-2014	1:1

Annexure PARTICULARS OF RELATED PARTY TRANSACTIONS Form No. AOC-2

{Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014}

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: The Company has not entered into any contract or arrangement or transaction with its related parties during financial year 2014-15.
2. Details of material contracts or arrangement or transactions at arm's length basis:
 - a. Name(s) of the related party and nature of relationship – Not applicable
 - b. Nature of contracts / arrangements / transactions: Not applicable
 - c. Duration of the contracts / arrangements / transactions: Not applicable
 - d. Salient terms of the contracts or arrangements or transactions including the value, if any -NIL
 - e. Date(s) of approval by the Board, if any: Not applicable, since the no contract was entered into during the FY 2015-16
 - f. Amount paid as advances, if any: Nil

For and on behalf of the Board of Directors

Place: Chennai
Date: 29th July, 2016

M Raajhendhran
Chairman and Managing Director

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

EXECUTIVE DIRECTORS



Mr. M. Raajhendhran,
Chairman & Managing Director

Mr. M. Raajhendhran, aged 66 years has been a director of the company since the date of incorporation and is responsible for its day-to-day management. He had a long and successful career in media and entertainment industry. With a modest beginning in the family business of a video publishing house, he started his career at any early age, by joining his father in the family business. The family set up Raj Video Vision in 1983 which started as a video cassette lending library and selling consumer electronics items and audio tapes. With keen sense of business and vision, he formed this Company in the year 1994 and has been a major force behind the success of all channels. He is responsible for providing strategic direction to the company and manages the overall operation and financial affairs of the company. He is the one of the founder promoter of the company who has overseen the growth of the organization from a Small Business to a successful and leading south Indian Entertainment and Broadcasting company and having thirteen channels.

Mr. M. Rajarathnam, aged 63 years 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 decades, built and nurtured an extensive network of both domestic and overseas clients through the sale of pre-recorded video cassettes and also exploit the same in other electronic and digital media like Compact Disk, Video Cd, Digital Video Disk etc. He is actively involved in content acquisition for the Company's Channel and distributing the channels in various territories and various internet based content distribution platforms.



Mr. M. Rajarathnam
Director - Distribution



Mr. M. Ravindran
Director - Operations

Mr. M. Ravindran, aged 56 years has been a Whole Time Director of the company since the date of incorporation. He is in charge of the in house production of various programs and overall operation of the Channels. Mr. Ravindran, equipped with technical expertise in the entertainment field, he looks after the technical aspects of the Company's operation. He is responsible for the launching of new channels and day to day programming of all channels. He is also responsible for the other day to day administrative and establishment affairs of the Company.

Mr. M. Raghunathan, aged 53 years has been a Whole Time director of the company since the date of incorporation and is heading the marketing efforts of the Company. Mr. Raghunathan, with strong client network and strategic plans, has developed business relationship with large number of corporate Houses and advertising clients across India and overseas. He has been instrumental in sustaining the broadcasting business and has contributed significantly towards the growth of advertisement revenues of the Company.



Mr. M. Raghunathan
Director - Marketing

NON-EXECUTIVE (INDEPENDENT) DIRECTORS



Mr. R. Rajagopalan
Independent Director

Mr. R. Rajagopalan, A retired Director General of Police, Tamil Nadu, he commenced his career in the Indian Army in October 1963. After joining the Indian Police Service in 1968, he had a distinguished career spanning over three decades with the police department. He has held senior positions such as Deputy Inspector General, CBI during 1983 – 1988. He was the Commissioner of Police from 1991 -1995 and the Director General of National Security Guard during 2001 – 2002. He has held four posts of DGP in Tamil Nadu and was awarded seven medals including President's Police Medal (1992) and the Indian Police Medal for Meritorious Service (1983) He holds a Masters in Business Administration and Law. He is the Chairman of Nomination and Remuneration Committee of the Board of Directors of the Company and member of the Audit Committee of the Board of Directors of the Company. He does not hold any share in the Company.

Mr. A. Arjuna Pai, A senior fellow member of The Institute of the Chartered Accountants of India, he is a partner in M/s Menon & Pai, a firm of Chartered Accountants engaged in audit and corporate advisory services. Before associating with M/s Menon & Pai he had occupied various key positions in some of the reputed organizations in Chennai with both financial advisory and administrative role. He is the Chairman of the Audit Committee of the Board of Directors of the Company and member of the Corporate Nomination and Remuneration Committee of the Board of Directors of the Company. He does not hold any share in the Company.



Mr. A. Arjuna Pai
Independent Director



Mr. D.R. Kaarthikeyan
Independent Director

Mr. D R Kaarthikeyan, retired from Indian Police Service after holding eminent positions like Director CBI and Director General of National Human Rights Commission .He holds a graduation degree in Science (Chemistry and Agriculture) and is also a Bachelor of Law. He began his career as a lawyer before he was selected for appointment in the Indian Police Service and in that capacity has held several positions including Director of Police, Academy, Mysore, Karnataka. He has been awarded the President's Police Medal and the Indian Police Medal for Meritorious Service, Delhi Ratna by the All India Conference of Intellectuals, New Delhi, Humanitarian Award from Internal Yoga International, USA for outstanding achievement in service to Humanity. At present he is the torchbearer on matters related to Law, Human Rights and Corporate Affairs. He is the Chairman of the Stake holders grievance Committee and member of Corporate Nomination and Remuneration Committee of the Board of Directors of the Company. He does not hold any share in the Company.

Mr. Mohan Kameswaran, is graduated from Madras Medical College. He got his MS from Madras Medical College, Chennai and his Fellowship at the Royal College of Surgeons, Edinburgh. Dr. Kameswaran is Consultant & Managing Director of Madras ENT Research Foundation Pvt. Ltd. Mr. Mohan Kameswaran is a highly acclaimed surgeon both nationally and internationally. He has been awarded Padmashri from the Government of India in 2006 for his long service in Medical Science. He was also awarded Indo-Australian award for his remarkable contribution in the medical science He is also an active writer in both national & international journals. He does not hold any share in the Company.



Mr. Mohan Kameswaran
Independent Director



Mrs. Vijayalakshmi Ravindran
Woman Director

Mrs. Vijayalakshmi Ravindran, Woman Director, A graduate in English Literature University of Madurai and posses vast experience and expertise in media and entertainment.