
NOTICE

Notice is hereby given that the **Twenty Seventh (27) Annual General Meeting** of the Equity Shareholders of Raj Television Network Limited (“the Company”) will be held on **Thursday, September 30, 2021**, at 10 a.m. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at No.32, Poes Road, Second street, Teynampet, Chennai – 600018, Tamil Nadu.

ORDINARY BUSINESS

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company prepared under Indian Accounting Standards (Ind-AS) as on a standalone basis, for the financial year ended March 31, 2021, including the Balance Sheet and the Statement of Profit & Loss Account for the financial year ended on that date, and the Reports of the Board of Directors and Auditors thereon.

2. Appointment of Director Mr. M. Raguathan, (Holding DIN: 00662769), who retires by rotation.

To appoint a director in place of Mr. M. Raguathan, (Holding DIN: 00662769), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Reappointment of Mr. M. Rajendran (DIN 00821144) as Chairman and Managing Director of the Company for a period of five (5) years commencing from 01st April 2021 and ending 31st March 2026

To consider, and if thought fit, to pass with or without modifications(s) the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** in accordance with the provisions of section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 (‘Act’) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 and rules there under (including statutory modification(s) thereof, for the time being in force) (‘the said act’) and that of Articles of Association of the Company, the consent of the Company be and is hereby accorded for re-appointment and payment of remuneration to Mr. M. Rajendran, (Holding DIN 00821144) who has attained the age of 70 (Seventy) years as on 17th December, 2020, as Chairman & Managing Director of the Company, for a further period of 5 (five) years with effect from April 01, 2021, not liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the

remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and Chairman and Managing Director., on the following terms and conditions:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April 2021, 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

RESOLVED FURTHER THAT the above said remuneration and such terms and conditions, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, with a liberty to the Board of Directors to alter and vary the terms and conditions of his appointment and remuneration subject to the same not exceeding the limits specified in Schedule V of the said act or any amendments thereto and as may be agreed to between the Board of Directors and of Mr. M. Rajendran.

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 in the event of loss or inadequacy of profits in any financial year, the Remuneration as set out above be paid to Mr. M. Rajendran, Managing Director, as minimum Remuneration provided that the total Remuneration shall not exceed the ceilings provided in Section II and III of the Part II of Schedule V of the said act as may for the time being in force.

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."

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4. **Reappointment of Mr. M. Rajarathnam (DIN 00839174) as Whole Time Director of the Company for a period of five (5) years commencing from 01st April 2021 and ending 31st March 2026.**

To consider, and if thought fit, to pass with or without modifications(s) the following resolution as an **ORDINARY RESOLUTION**.

“RESOLVED THAT in accordance with the provisions of section 196, 197 and 203 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and rules there under (including statutory modification(s) thereof, for the time being in force) (“the said act”) and that of Articles of Association of the Company, the consent of the Company be and is hereby accorded for re-appointment of Mr. M. Rajarathnam, Whole Time Director (Holding DIN 00839174), of the company, for a further period of 5 (five) years with effect from April 01, 2021.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

5. **Reappointment of Mr. M. Ravindran (DIN 00662830) as Whole Time Director of the Company for a period of five (5) years commencing from 01st April 2021 and ending 31st March 2026.**

To consider, and if thought fit, to pass with or without modifications(s) the following resolution as an **ORDINARY RESOLUTION**.

“RESOLVED THAT in accordance with the provisions of section 196, 197 and 203 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and rules there under (including statutory modification(s) thereof, for the time being in force) (“the said act”) and that of Articles of Association of the Company, the consent of the Company be and is hereby accorded for re-appointment of Mr. M. Ravindran , Whole Time Director (Holding DIN 00662830) , of the company, for a further period of 5 (five) years with effect from April 01, 2021.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

6. Reappointment of Mr. M. Raghunathan (DIN 00662769) as Whole Time Director of the Company for a period of five (5) years commencing from 01st April 2021 and ending 31st March 2026.

To consider, and if thought fit, to pass with or without modifications(s) the following resolution as an **ORDINARY RESOLUTION**.

“RESOLVED THAT in accordance with the provisions of section 196, 197 and 203 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and rules there under (including statutory modification(s) thereof, for the time being in force) (“the said act”) and that of Articles of Association of the Company, the consent of the Company be and is hereby accorded for re-appointment of Mr. M. Raghunathan, Whole Time Director (Holding DIN 00662769), of the company, for a further period of 5 (five) years with effect from April 01, 2021.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.

7. Payment of remuneration to Shri. M. Rajarathinam, Whole-time Director (DIN: 00839174) for the period from April, 2021 to March, 31, 2024:

To consider, and if thought fit, to pass with or without modifications(s) the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to being paid/payable to Shri. M. Rajarathinam, Whole-time Director (DIN: 00839174), of the company as enumerated here in below for the remaining period of two years viz., from April 1, 2021 to March, 31, 2024:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April 2021, 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.

RESOLVED FURTHER that the aggregate of the remuneration payable to whole time director / MD as detailed in above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the above said remuneration and perquisites shall be fixed for a period of three years, considering his tenure of original appointment, as permitted by Schedule V of the Companies Act, 2013 and shall be revised by the Board of Directors within the limits as mentioned in Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the tenure of his reappointment, the Company has no profits or its profits are inadequate, the remuneration payable to Wholetime Director shall be governed by and be subject to the ceilings provided under Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Shri. M. Rajarathinam , Whole-time Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution."

8. Payment of remuneration to Shri M. Ravindran- Whole-time Director, (holding DIN 00662830) for the period from April 2021 to March, 31, 2024:

To consider, and if thought fit, to pass with or without modifications(s) the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197 ,198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to being paid/payable to Shri M. Ravindran- Whole-time Director, (holding DIN 00662830) , of the company as enumerated here in below for the remaining period of two years viz., from April 1, 2021 to March, 31, 2026:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April 2021, 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.

RESOLVED FURTHER that the aggregate of the remuneration payable to whole time director / MD as detailed in above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013 .

RESOLVED FURTHER THAT the above said remuneration and perquisites shall be fixed for a period of three years, considering his tenure of original appointment, as permitted by Schedule V of the Companies Act, 2013 and shall be revised by the Board of Directors within the limits as mentioned in Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the tenure of his reappointment, the Company has no profits or its profits are inadequate, the remuneration payable to Managing Director shall be governed by and be subject to the ceilings provided under Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Shri M. Ravindran- Whole-time Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

9. Payment of remuneration to Shri M. Ragunathan- Whole-time Director, (holding DIN 00662769) for the period from April, 2021 to March, 31, 2024:

To consider, and if thought fit, to pass with or without modifications(s) the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197 ,198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to being paid/payable to Shri M. Ragunathan- Whole-time Director , (holding DIN 00662769) , of the company as enumerated here in below for the remaining period of two years viz., from April 1, 2021 to March, 31, 2026:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April 2021, 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.

RESOLVED FURTHER that the aggregate of the remuneration payable to whole time director / MD as detailed in above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013 .

RESOLVED FURTHER THAT the above said remuneration and perquisites shall be fixed for a period of three years, considering his tenure of original appointment, as permitted by Schedule V of the Companies Act, 2013 and shall be revised by the Board of Directors within the limits as mentioned in Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the tenure of his reappointment, the Company has no profits or its profits are inadequate, the remuneration payable to Managing Director shall be governed by and be subject to the ceilings provided under Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Shri M. Ragunathan- Whole-time Director , (holding DIN 00662769) within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

10. Ratification of Remuneration of Cost Auditor:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act,2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the company hereby approves and ratifies the remuneration of Rs. 75000/- (Rupees Seventy Five Thousand Only) per year plus applicable taxes and out of pocket expenses payable to M/s. S. Subhashini, Cost Accountant , having Firm Registration Number:100482 and membership, number 22904, and having office at New no.5, First Floor, Alwarpet Street, Alwarpet, Chennai -18 ,for conducting

the audit of cost records of the company for the financial years ending March 31, 2021 and March 31, 2022, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”

Notes:

1. In view of the continuing lockdown restrictions on the movement of people at several places in the country, due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No.2/2021 dated January 13, 2021 read with Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 (“MCA Circulars”) and Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”), physical attendance of the Members to the EGM / AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) during the calendar year 2021. The Board of Directors of the Company has decided to adopt the above guidelines issued by Ministry of Corporate Affairs and SEBI in conducting Annual General Meeting of the Company. Hence, Members can attend and participate in the ensuing Annual General Meeting through VC/OAVM, which may not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this 27th AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 27th AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of Special Business(s) is attached herewith.
5. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment / re-appointment at the Annual General Meeting, form an integral part of the notice. The Director has furnished the requisite declaration for his appointment / re-appointment.
6. The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants, with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advice any change in their address immediately to the Company / Registrar and Share Transfer Agent, M/S Cameo Corporate Services Limited, Chennai.

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8. Corporate / Institutional Members (Corporate / FLS / FLLS / Trust / Mutual Funds / Banks, etc.) are required to send scanned copy (PDF format) of the relevant Board resolution authorizing the representative to attend the AGM through VC and vote either through remote e-voting or voting during the AGM. The said Board resolution shall be sent to the Scrutinizer through e-mail to comp_sec@rajtvnet.in with a copy to helpdesk.evoting@cdslindia.com. The file scanned image / pdf file of the Board Resolution should be in the naming format "Corporate Name EVSN No"
 9. Equity Dividend for the Financial Year ended March 31, 2014, which remains unpaid and unclaimed, will be due for transfer to the Investor Education and Protection Fund (IEPF) of the Central Government in November 2021. Members who have not encashed their dividend warrants for the financial year 2013-14 or any subsequent financial years, are requested to lodge their claims with the Company's Registrar and Share Transfer Agent
 10. Members may further note that, pursuant to Section 124 of the Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all shares on which dividend remains unclaimed for 7 (seven) consecutive years or more have been, and shall be liable to be transferred to IEPF Authority. Members are further advised that in terms of applicable provisions of the Act and IEPF Rules, Unclaimed Dividends and shares transferred to IEPF Authority can be claimed from the IEPF Authority after following the process prescribed in the said Rules.
 11. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited, Chennai. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
 12. In accordance with Regulation 40 of the Listing Regulations, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, any Member who is desirous of transferring shares (which are held in physical form) can do so only after the shares are dematerialized. Members holding equity shares in physical form are therefore urged to have their shares dematerialized at the earliest and contact their Depository Participant for this conversion.
 13. 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 shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent, M/S Cameo Corporate Services Limited, Chennai.
 14. Shri V Nagarajan, Proprietor, of M/s. V Nagarajan & Co., Practicing Company Secretary (Membership No. 5626) has been appointed as the Scrutinizer to scrutinize the e-voting and Insta Poll process in a fair and transparent manner.
 15. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will declare results within two working days of the conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.rajtvnet.in. The results shall simultaneously be communicated to the Stock Exchanges (SE's).

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE

- I. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website

www.rajtvnet.in, 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.

- II. For receiving all communication (including Annual Report) from the Company electronically:**
- a. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company's Registrar and Share Transfer Agent, M/S Cameo Corporate Services Limited, Chennai Subramanian Building, #1, Club House Road, Chennai 600 002 - India. 91-44 - 2846 0390 or by sending an e-mail request to them at their e-mail ID cameo@cameoindia.com, along with signed scanned copy of the request letter providing the e-mail address, mobile number, self-attested copy of PAN Card and share certificate.
 - b. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
- III. The Company is sending through e-mail, the AGM Notice, and the Annual Report to the Members whose name is recorded as on Monday, **6th September 2021** in the Register of Members or in the Register of Beneficial Owners maintained by the depositories

16. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
 - II. However, in pursuant to SEBI circular the "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - III. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- IV. The remote e-Voting period commences from Monday, September 27, 2021, at 9.00 am and will end on Wednesday, September 29, 2021 at 5.00 pm.**
- V. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
 - VI. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- VII. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
- Step.1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode,
 - Step.2: Access to CDSL e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step.3: Access to join virtual meetings (e-AGM) of the Company on CDSL system to participate e-AGM and vote at the AGM.

17. All documents referred to in this Notice and other statutory registers are open for inspection by the Members online during the AGM through video conference.

18. Instructions for e-voting and joining the AGM through VC/OAVM are as follows:

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

CDSL e-Voting System - For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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 (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rajtvnet.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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

- (i) The voting period begins on **27.09.2021 and ends on 29.09.2021** 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 **23.09.2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p align="center">Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p align="center">Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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.

- (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 **Raj Television Network Limited** 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.
- (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) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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- 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 to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; comp_sec@rajtvnet.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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 (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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 022- 23058738 and 022-23058542/43.

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 022-23058542/43.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS FOR AGENDA ITEMS 3 Re-APPOINTMENT OF MANAGING DIRECTOR who attained the age of 70 years.

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of this Notice. In accordance with the provisions of Companies Act, the Members of the Company had, at their Twenty First Annual General Meeting of the held on Wednesday , 30th September, 2015 , approved the re-appointment Mr. M. Rajendran as the Managing Director (alias Raajhendhran) , who was re-appointed as Chairman and Managing Director by the members of the Company for a period of Five (5) years commencing from 01st April 2016 and ending 31st March 2021. As recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, in accordance with the provisions of section 196, 197 and 203 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and rules there under (including statutory medication(s) thereof, for the time being in force) (“the said act”) and that of Articles of Association of the Company, the consent of the Company be and is sought for re-appointment of Mr. M. Rajendran, Managing Director (Holding DIN 00821144) , of the Company, for a further period of 5 (five) years with effect from April 01, 2021. **He has attained the age of 70 years in December, 2020 and hence continuation of his employment as Chairman and Managing Director requires the approval of members by way of a special resolution.**

Section 196 (3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a **special resolution**. Part 1 of Schedule V to the Act contains a similar relaxation.

Keeping in view that Mr M Rajendran (alias Raajhedndhran) has 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 Rajendran (alias Raajhedndhran) as Chairman and Managing Director.

PAYMENT OF REMUNERATION TO MANAGING DIRECTOR

The Board of Directors on the recommendation of Nomination and Remuneration Committee has also decided to recommend remuneration paid / payable to Mr M Rajendran (alias Raajhedndhran) , subject to the approval of members/shareholders by way of special resolution.

The Company had been making consistent adequate profit up to the financial year 2019. The profit during the financial years 2019-2020 and 2020-2021 is understood to be under pressure on account of finance cost, increase in operating cost, competition and additional depreciation charged in terms of Companies Act, 2013 and drastic the impact on business due to national lock done by Central Government due to Covid-19 Pandemic. Owing to the above factors, the profits to be earned by the Company during the said financial year may not be as per expectations and may become inadequate for the purpose of managerial remuneration in terms of Section 197 of the Companies Act, 2013. Considering the seasonal nature of the industry & the direct impact of the economy on the industry, the Company has been making necessary efforts to improve its profitability by pursuing and implementing strategies. The results of these initiatives are likely to be felt in the coming years.

In view of the above, the payment of the managerial remuneration for the said year(s) may fall within the purview of Section II of Part II of Schedule V of the Companies Act, 2013 which lays down the following limits for payment of managerial remuneration

Accordingly, the Board of Directors at its Meeting held on 13th February , 2021 felt it prudent to approach the Members of the Company seeking their approval by way of special resolution to the appointment and remuneration payable to the aforesaid managerial personnel for a period of three (3) years i.e. from 1st April 2021 to 31st March 2024 in the event of loss or inadequacy of profits earned by the Company during the aforesaid financial year. The details particulars in respect of the Company and aforesaid managerial personnel are given below forming part of this Notice.

Having regard to the above, the resolution set out at item No. 3 have been proposed and the Board of Directors recommended the same for your approval based on the recommendations of the Nomination and Remuneration Committee.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS FOR AGENDA ITEMS 4, 5 & 6

APPOINTMENT OF WHOLE-TIME DIRECTORS

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of this Notice. In accordance with the provisions of Companies Act, the Members of the Company had, at their Twenty First Annual General Meeting of the held on Wednesday , 30th September, 2015 , approved the re-appointment Mr. M. Rajendran as the Managing Director and Mr. M. Rajarathnam, Mr. M. Ravindran and Mr. M Raghunathan , as Whole Time Directors of the Company for a period of five years with effect from April 1, 2016 and the said term shall expire on 31-03-2021. Further considering their long-term association with the company since the date of incorporation, the board of directors at their meeting held on 13-02-2021 had recommended for re-appointment of them for a further period of five years with effect from 01st April, 2021 on the terms & conditions as stated in the resolution. During the tenure as Managing Director, Mr. M. Rajendran led and accompanied by Mr. M. Rajarathnam, Mr. M. Ravindran and Mr. M. Raghunathan , as Whole Time Directors the company had excelled to greater heights in terms of revenue and profit and also poised the Company for higher growth. With their combined strong entrepreneurial skills, greater insight of the Business, visionary approach and strategic thinking, the Company achieved several milestones and growth in every segment in which it operates. The achievements of the Company and the Managing Director and Whole Time Directors of the company have been recognised by the industry, in which it operates, by the Governments and various organisations of national and international repute. Considering their outstanding contribution in developing and expanding the business of the Company and in development of trade and the industry in which it operates, the Board of Directors of the Company has decided to re-appoint Mr. M. Rajendran as the Managing Director and Mr. M. Rajarathnam, Mr. M. Ravindran and Mr. M. Raghunathan , as Whole Time Directors, as Whole Time Directors of the Company subject to approval of the Members of the Company, for a further period of five years effective from April 1, 2021 on the terms & conditions as stated out in the notice and recommended by the Nomination and Remuneration Committee of the Company. None of the directors and Key Managerial Personnel are interested or concerned with Resolution except Mr. M. Rajendran , Mr. M. Rajarathnam, Mr. M. Ravindran , Mrs R Viajayalaskhmi and Mr. M. Raghunathan. Accordingly, the Board of Directors at its Meeting held on 13th February , 2021 felt it prudent to approach the Members of the Company seeking their approval by way of **Ordinary resolution** to the reappointment of Mr. M. Rajarathnam, Mr. M. Ravindran and Mr. M. Raghunathan

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, as Whole Time Directors, as Whole Time Directors of the Company subject to approval of the Members of the Company . The details particulars in respect of the Company and aforesaid managerial personnel are given below forming part of this Notice.

Having regard to the above, the resolution set out at item No. 4, 5 & 6 have been proposed and the Board of Directors recommended the same for your approval based on the recommendations of the Nomination and Remuneration Committee

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS FOR AGENDA ITEMS 7, 8 & 9

PAYMENT OF REMUNERATION TO WHOLE TIME DIRECTORS

The Board of Directors on the recommendation of Nomination and Remuneration Committee has also decided to recommend managerial remuneration paid / payable to Mr. M. Rajarathinam, Mr. M. Ravindran and Mr. M. Raghunathan , as Whole Time Directors, subject to the approval of members/shareholders by way of special resolution.

The Company had been making consistent adequate profit up to the financial year 2019. The profit during the financial years 2019-2020 and 2020-2021 is understood to be under pressure on account of finance cost, increase in operating cost, competition and additional depreciation charged in terms of Companies Act, 2013 and more over the impact on business due to national lock done by Central Government due to Covid-19 Pandemic. Owing to the above factors, the profits to be earned by the Company during the said financial year may not be as per expectations and may become inadequate for the purpose of managerial remuneration in terms of Section 197 of the Companies Act, 2013. Considering the seasonal nature of the industry & the direct impact of the economy on the industry, the Company has been making necessary efforts to improve its profitability by pursuing and implementing strategies. The results of these initiatives are likely to be felt in the coming years.

In view of the above, the payment of the managerial remuneration for the said year(s) may fall within the purview of Section II of Part II of Schedule V of the Companies Act, 2013 which lays down the following limits for payment of managerial remuneration

Accordingly, the Board of Directors at its Meeting held on 13th February , 2021 felt it prudent to approach the Members of the Company seeking their approval by way of special resolution to the remuneration payable to the aforesaid managerial personnel for a period of three (3) years i.e. from 1st April 2021 to 31st March 2024 in the event of loss or inadequacy of profits earned by the Company during the aforesaid financial year. The details



particulars in respect of the Company and aforesaid managerial personnel are given below forming part of this Notice.

Having regard to the above, the resolution set out at item No. 7,8 & 9 have been proposed and the Board of Directors recommended the same for your approval based on the recommendations of the Nomination and Remuneration Committee.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS FOR AGENDA ITEM -10

At the meeting held Board had, after reviewing confirmation received and based on the recommendations of the Audit Committee, approved the appointment of as Cost Auditors of the Company (“Cost Auditors”) for FY 2019-20 at a remuneration of Rs. 75,000/- (Rupees Seventy-five thousand only) plus taxes and reimbursement of out-of-pocket expenses at actuals. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, ratification by the Shareholders is sought for the remuneration payable to the Cost Auditors for FY 2019-20. None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the resolution. The Board recommends the Ordinary Resolution as set out in Item No. 10 for approval by the Members.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AND SEEKING FIXATION OF REMUNERATION AT THE FORTHCOMING ANNUAL GENERAL MEETING

Details of Directors seeking appointment/re-appointment at the 27th AGM to be held on September 30, 2021 (pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings) & the additional information as required, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

I. General information:					
Nature of industry	Media and entertainment	Media and entertainment	Media and entertainment	Media and entertainment	Media and entertainment
Date of commencement of commercial production	The company commenced its operation w. e. f. 14 th October 1994.	The company commenced its operation w. e. f. 14 th October 1994.	The company commenced its operation w. e. f. 14 th October 1994.	The company commenced its operation w. e. f. 14 th October 1994.	The company commenced its operation w. e. f. 14 th October 1994.
Financial performance of the company	The turnover of the company is Rs.78.55 crores and Profit After Tax is Rs.13 lakhs for the year ended 31.03.2021	The turnover of the company is Rs.78.55 crores and Profit After Tax is Rs.13 lakhs for the year ended 31.03.2021	The turnover of the company is Rs.78.55 crores and Profit After Tax is Rs.13 lakhs for the year ended 31.03.2021	The turnover of the company is Rs.78.55 crores and Profit After Tax is Rs.13 lakhs for the year ended 31.03.2021	The turnover of the company is Rs.78.55 crores and Profit After Tax is Rs.13 lakhs for the year ended 31.03.2021
Export performance	The company has achieved direct export turnover of Rs.4.01 core for the year Ended 31.03.2021	the company has achieved direct export turnover of Rs.4.01 core for the year Ended 31.03.2021	The company has achieved direct export turnover of Rs.4.01 core for the year Ended 31.03.2021	The company has achieved direct export turnover of Rs.4.01 core for the year Ended 31.03.2021	The company has achieved direct export turnover of Rs.4.01 core for the year Ended 31.03.2021

Foreign exchange collaborations and investments	The Company does not have any foreign collaboration.	The Company does not have any Foreign collaboration	The Company does not have any foreign collaboration	The Company does not have any foreign collaboration
II. Information about the appointee:				
Name of the director	M. Rajendran managing director (DIN:00821144)	M. Rajarathinam whole time director (DIN :00839174)	M. Ravindran whole time director (DIN: 00662830)	M. Reghunathan whole time director (DIN 00662769)
Date of Birth	17.12.1950	16.11.1952	15.06.1959	07.05.1963
Age	70	69	62	58
Date of first Appointment on the Board	03.06.1994	03.06.1994	03.06.1994	03.06.1994
Date of Appointment on the Board current tenure	01.04.2016	01.04.2016	01.04.2016	01.04.2016
Qualification	Entrepreneur	Entrepreneur	Entrepreneur	Entrepreneur
Brief resume including Experience	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.	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 and distributing the 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, equipped with 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 27 years now, particularly in the fields of Media sales and Marketing. He oversees the sales and marketing operations of the company on various aspects under the supervision of the Managing Director and Board of directors 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
Expertise in specific functional areas	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. Raajhendran, 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.	Expertise in Satellite Pay TV channels Distribution over domestic and international platforms including IPTV and OTT. Knowledge & understanding of Digital Content Legal agreements. Multiple years' experience with large 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.	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, devices, internet, satellite, video content & interactivity, content Management operations Acquisition & Alliances	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 business relationship with large number of corporate Houses and advertising clients across India and overseas

Other Director ships as at 01.09.2021	<ul style="list-style-type: none"> • Vissa Television network limited • VRNA Movies private limited 	Vissa Television network limited	<ul style="list-style-type: none"> • Vissa Television network limited • Ravin Hotels Private Limited 	<ul style="list-style-type: none"> • Vissa Television network limited • Hariraj homes private limited • NWSD technologies private limited
Chairmanship/Membership Committees in Companies in which position of Director is held	Chairman and Managing director Member of Investors Grievance Committee of the board of directors of the company	nil	Member of Audit Committee & Investors Grievance Committee of the board of directors of the company	Member of CSR Committee of the board of directors of the company
Relationship with other Directors, managers, and the Key managerial Personnel 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. 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. 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 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).
No. of board meeting attended during the year 01.04.2020-31.03.2021	3	3	3	3
Terms and conditions of appointment or reappointment including remuneration	<p>5 (five) consecutive Financial Years commencing from 2021 - 2022 to 2025 - 2026 and to hold office from the conclusion of 27th Annual General Meeting to the conclusion of 32nd Annual General Meeting for the Financial Year ending 31st March, 2026.</p> <p>Payment of the remuneration: paid/payable to Shri. M. Rajendran, Chairman & Managing Director (holding DIN 00821144) period of three years viz., from April 1, 2021 to March, 31, 2024 : Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, along with one month salary as performance incentive - with effect from 01st day of April 2021 with a provision for increase in salary of not exceeding 12% per annum over the previous year.</p>	<p>5 (five) consecutive Financial Years commencing from 2021 - 2022 to 2025 - 2026 and to hold office from the conclusion of 27th Annual General Meeting to the conclusion of 32nd Annual General Meeting for the Financial Year ending 31st March, 2026.</p> <p>In terms of Section 152(6) of the Companies Act, 2013, Mr. M. Rajarathinam as a Executive Director will be liable to retire by rotation. Payment of the remuneration: paid/payable to Shri Mr. M. Rajarathinam, Executive Director for a period of three years viz., from April 1, 2021 to March, 31, 2024 : Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, along with one month salary as performance incentive - with effect from 01st day of April 2021 with a provision for increase in salary of not exceeding 12% per annum over the previous year.</p>	<p>5 (five) consecutive Financial Years commencing from 2021 - 2022 to 2025 - 2026 and to hold office from the conclusion of 27th Annual General Meeting to the conclusion of 32nd Annual General Meeting for the Financial Year ending 31st March, 2026.</p> <p>In terms of Section 152(6) of the Companies Act, 2013, Mr. M. Ravindran as a Executive Director will be liable to retire by rotation</p> <p>Payment of the remuneration: paid/payable to Shri Mr. M. Ravindran, Executive Director for a period of three years viz., from April 1, 2021 to March, 31, 2024 : Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, along with one month salary as performance incentive - with effect from 01st day of April 2021 with a provision for increase in salary of not exceeding 12% per annum over the previous year.</p>	<p>5 (five) consecutive Financial Years commencing from 2021 - 2022 to 2025 - 2026 and to hold office from the conclusion of 27th Annual General Meeting to the conclusion of 32nd Annual General Meeting for the Financial Year ending 31st March, 2026. In terms of Section 152(6) of the Companies Act, 2013, Mr. M. Reghunathan as a Executive Director will be liable to retire by rotation.</p> <p>Payment of the remuneration: paid/payable to Shri Mr. M. Reghunathan , Executive Director for a period of three years viz., from April 1, 2021 to March, 31, 2024 : Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, along with one month salary as performance incentive - with effect from 01st day of April 2021 with a provision for increase in salary of not exceeding 12% per annum over the previous year.</p>

Remuneration last drawn (including sitting fees if any)	Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum	Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum	Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum	Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum
Remuneration proposed to be paid	Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, along with one month salary as performance incentive – with effect from 01st day of April 2021 with a provision for increase in salary of not exceeding 12% per annum over the previous year.	Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, along with one month salary as performance incentive – with effect from 01st day of April 2021 with a provision for increase in salary of not exceeding 12% per annum over the previous year.	Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, along with one month salary as performance incentive – with effect from 01st day of April 2021 with a provision for increase in salary of not exceeding 12% per annum over the previous year.	Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, along with one month salary as performance incentive – with effect from 01st day of April 2021 with a provision for increase in salary of not exceeding 12% per annum over the previous year.
Recognition or awards	NIL	NIL	NIL	NIL
Job profile and 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. Raajhandran, 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.	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. 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	The Whole time Directors oversees the operations of the company on various aspects under the supervision of the Managing Director and Board of directors of the company. Mr. Ravindran, equipped with technical expertise in the entertainment field, he looks after the technical aspects of the Company's operation.	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. 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.
Date of first appointment on the Board	He was appointed as Chairman and Managing Director of the Company on June 3, 1994.	He was appointed as Whole time Director of the Company on June 3, 1994.	He was appointed as Whole time Director of the Company on June 3, 1994.	He was appointed as Whole time Director of the Company on June 3, 1994.
Shareholding in the Company as on March 31, 2021	5863808 Equity shares	5863808 Equity shares	5856000 Equity shares	5863808 Equity shares
Comparative remuneration	The proposed remuneration is in line with the remuneration prevailing in the industry.	The proposed remuneration is in line with the remuneration prevailing in the industry.	The proposed remuneration is in line with the remuneration prevailing in the industry.	The proposed remuneration is in line with the remuneration prevailing in the industry.
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. Besides, the remuneration proposed, Mr. M. Raajhendhran do not have any other pecuniary relationship with the Company.	He being promoter Directors is the relative of the whole time Directors & Managing Director. Besides, the remuneration proposed, Mr. M. Rajarathinam do not have any other pecuniary relationship with the Company.	He being promoter Directors is the relative of the whole time Directors & Managing Director. Besides, the remuneration proposed, Mr. M. Ravindran do not have any other pecuniary relationship with the Company.	He being promoter Directors is the relative of the whole time Directors & Managing Director. Besides, the remuneration proposed, Mr. M. Raghunathan do not have any other pecuniary relationship with the Company.
III. OTHER INFORMATION:				

Reasons of loss or inadequate profits:	The Company proposes to give remuneration as minimum Remuneration within the limits as prescribed in the Schedule V of the Companies Act, 2013. The company is taking all steps and efforts to increase the profitability of the company by increasing the market share and to increase the advertisement revenue of the company.	The Company proposes to give remuneration as minimum Remuneration within the limits as prescribed in the Schedule V of the Companies Act, 2013. The company is taking all steps and efforts to increase the profitability of the company by increasing the market share and to increase the advertisement revenue of the company.	The Company proposes to give remuneration as minimum Remuneration within the limits as prescribed in the Schedule V of the Companies Act, 2013. The company is taking all steps and efforts to increase the profitability of the company by increasing the market share and to increase the advertisement revenue of the company.	The Company proposes to give remuneration as minimum Remuneration within the limits as prescribed in the Schedule V of the Companies Act, 2013. The company is taking all steps and efforts to increase the profitability of the company by increasing the market share and to increase the advertisement revenue of the company.
Steps taken/ to be taken for improvement	The Company has taken steps to Diversify the area of operation outside the state and improve the content, viewer ship and revenue.	The Company has taken steps to Diversify the area of operation outside the state and improve the content, viewer ship and revenue.	The Company has taken steps to Diversify the area of operation outside the state and improve the content, viewer ship and revenue.	The Company has taken steps to Diversify the area of operation outside the state and improve the content, viewer ship and revenue.
Expected increase in the productivity and profit in measurable terms	Company Expects 25% growth as against year ended 31.03.2022	Company Expects 25% growth as against year ended 31.03.2022	Company Expects 25% growth as against year ended 31.03.2022	Company Expects 25% growth as against year ended 31.03.2022
IV. DISCLOSURE				
<i>remuneration payable</i>	The remuneration payable to Mr. M. Raajhendhran , Mr. M. Rajarathinam ,Mr. M. Ravindran & Mr. M. Reghunathan are detailed in the resolution.	The remuneration payable to Mr. M. Raajhendhran , Mr. M. Rajarathinam ,Mr. M. Ravindran & Mr. M. Reghunathan are detailed in the resolution.	The remuneration payable to Mr. M. Raajhendhran , Mr. M. Rajarathinam ,Mr. M. Ravindran & Mr. M. Reghunathan are detailed in the resolution.	The remuneration payable to Mr. M. Raajhendhran , Mr. M. Rajarathinam ,Mr. M. Ravindran & Mr. M. Reghunathan are detailed in the resolution.
Approval	payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of the company during the board meeting held on 12 Feb 2021	payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of the company during the board meeting held on 12 Feb 2021	payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of the company during the board meeting held on 12 Feb 2021	payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of the company during the board meeting held on 12 Feb 2021
Comparative remuneration	Considering their experience and contribution by them towards the company's workings in all these years the remuneration proposed by the Board of directors of the company is considered moderate when compared with other media companies and hence the company recommended the proposed resolution for your consideration and approval	Considering their experience and contribution by them towards the company's workings in all these years the remuneration proposed by the Board of directors of the company is considered moderate when compared with other media companies and hence the company recommended the proposed resolution for your consideration and approval	Considering their experience and contribution by them towards the company's workings in all these years the remuneration proposed by the Board of directors of the company is considered moderate when compared with other media companies and hence the company recommended the proposed resolution for your consideration and approval	Considering their experience and contribution by them towards the company's workings in all these years the remuneration proposed by the Board of directors of the company is considered moderate when compared with other media companies and hence the company recommended the proposed resolution for your consideration and approval



<i>Schedule V of the Companies Act, 2013</i>	<i>These details may also be treated as the abstract of the terms and conditioned for the appointment of the Managing Director and Whole Time Director in compliance of Schedule V of the Companies Act, 2013</i>	<i>These details may also be treated as the abstract of the terms and conditioned for the appointment of the Managing Director and Whole Time Director in compliance of Schedule V of the Companies Act, 2013</i>	<i>These details may also be treated as the abstract of the terms and conditioned for the appointment of the Managing Director and Whole Time Director in compliance of Schedule V of the Companies Act, 2013</i>	<i>These details may also be treated as the abstract of the terms and conditioned for the appointment of the Managing Director and Whole Time Director in compliance of Schedule V of the Companies Act, 2013</i>
<i>Interested directors</i>	Mr. M. Raajhendhran , Mr. M. Rajarathinam ,Mr. M. Ravindran , Mr. M. Raghunathan &Mrs Vijayalakshmi Raveendran are deemed to be interested in the resolutions.	Mr. M. Raajhendhran , Mr. M. Rajarathinam ,Mr. M. Ravindran , Mr. M. Raghunathan &Mrs Vijayalakshmi Raveendran are deemed to be interested in the resolutions.	Mr. M. Raajhendhran , Mr. M. Rajarathinam ,Mr. M. Ravindran , Mr. M. Raghunathan &Mrs Vijayalakshmi Raveendran are deemed to be interested in the resolutions.	Mr. M. Raajhendhran , Mr. M. Rajarathinam ,Mr. M. Ravindran , Mr. M. Raghunathan &Mrs Vijayalakshmi Raveendran are deemed to be interested in the resolutions.

Regd. Office:
32, Poes Road,
IInd St, Teynampet,

Chennai-600 018
Date: 13th August 2021

By Order of the Board of Directors

Joseph Cheriyan
Company Secretary and Compliance Officer

