

NOTICE

RAJ TELEVISION NETWORK LIMITED

(CIN: L92490TN1994PLC027709)

REGD. OFFICE: NO.32, POES ROAD, SECOND STREET ,

TEYNAMPET CHENNAI- 600 018, TEL: 044-24334149/50

EMAIL: REDRESSAL@RAJTVNET.IN, WEBSITE: WWW.RAJTVNET.IN

Notice is hereby given that the twentieth Annual General Meeting of the Company will be held on Friday, September 19, 2014, at Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004, at 10.00 A.M. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March , 2014 including audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend at the rate of Rs 0.25paise per equity share of Rupees 5 paid-up and confirm the interim dividend of Rs. 0.50 paise per equity share of Rupees 10 paid-up (before bonus allotment and split of the face value), already paid for the year ended 31st March, 2014.
3. To appoint a Director in place of Shri. A Arjuna Pai (holding DIN 01830471) , who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri. D R Kaarthikeyan, (holding DIN 00327907) who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Shri. R Rajagopalan, (holding DIN 00717140) who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Shri. Mohan Kaameswaran, (holding DIN 00562832) who retires by rotation and being eligible offers himself for re-appointment.
7. To appoint M/s. Pratapkaran Paul & Co., Chartered Accountants (ICAI Registration No.002777S) as statutory auditors of the Company and fix their remuneration.

"RESOLVED THAT M/s. Pratapkaran Paul & Co., Chartered Accountants, Chennai – 600 006, the retiring auditors be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be decided by the Board of Directors".

SPECIAL BUSINESS:

8. **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 Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded for varying the terms and conditions of remuneration being paid/payable to Shri M. Raajhendran, Managing Director (holding DIN 00821144) , of the company as enumerated here in below for the period from 01-04-2014 to 31-03-2016:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April, 2014, 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 two 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.

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9. 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 Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded for varying the terms and conditions of remuneration being paid/payable to Shri M. Rajarathinam , Whole-time Director , (holding DIN 00839174) of the company as enumerated here in below for the period from 01-04-2014 to 31-03-2016:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April, 2014, 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 as detailed 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 two 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 Whole time 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.

10. 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 Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the companies Act, 2013, the consent of the members of the company be and is hereby accorded for varying the terms and conditions of remuneration being paid/payable to Shri M. Ravindran- Whole-time Director, (holding DIN 00662830) of the company as enumerated here in below for the period from 01-04-2014 to 31-03-2016:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April, 2014, 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 -SI Nos. (1)) 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 two years 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 Whole time 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.

11. 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 Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded for varying the terms and conditions of remuneration being paid/payable to Shri M. Ragnathan- Whole-time Director , (holding DIN 00662769) of the company as enumerated here in below for the period from 01-04-2014 to 31-03-2016:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April, 2014, 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 as detailed 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 two 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.

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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 Whole time 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.

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

"RESOLVED that in supersession of the Ordinary Resolution adopted at the Extra Ordinary General Meeting held on Thursday, July 27, 2006 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs.200 Crores (Rupees Two Hundred crores only) [including the money already borrowed by the Company] in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties including stock in trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose".

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter called "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 and with the power to delegate such authority to any person or persons) be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money but not exceeding Rs.200 Crores (Rupees Two Hundred Crores only) in Indian Rupees or equivalent thereof in any foreign currency(ies) in aggregate (including the monies already borrowed by the Company) and on such terms and conditions as the Board may deem fit, by way of loans or in any other form whatsoever from, or issue of Bonds and/or Debentures or other Securities whether Convertible into Equity/Preference Shares and/or Securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe to Equity/Preference Shares (hereinafter referred to as "Securities"), to Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not."

13. To consider and if thought fit to pass the following resolution with or without modification as a SPECIAL RESOLUTION:

"RESOLVED that in supersession of the Ordinary Resolution adopted at the Extra Ordinary General Meeting held on Thursday, July 27, 2006 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded to Board of Directors (hereinafter called "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 and with the power to delegate such authority to any person or persons) to mortgage and/or charge any of its movable and or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a mortgage/and or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs.200 Crores (Rupees Two Hundred Crores only) at any point of time".

"RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the company as may be agreed to between the concerned parties".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to finalise, and agree to the terms as stipulated by the said financial institutions, bankers and other lenders and create mortgage and/or charge and to do all such other acts, deeds and things as may be necessary for giving effect to the above resolution."

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14. **To consider and if thought fit to pass the following resolution with or without modification as an ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or reenactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement Smt Amudha Rajendran (DIN 00716133) in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the director, be and is hereby appointed as a Director of the company, liable to retire by rotation.

15. **To consider and if thought fit to pass the following with or without modification as an ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act 2013 Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013, Consent of the members of the company is be and is hereby given for appointment of M/s V. Nagarajan & Co., Company Secretaries, Chennai as Secretarial Auditors of the Company and the Board of Directors of the Company be and is hereby authorized to fix their remuneration from time to time in consultation with Audit Committee".

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution

NOTES TO NOTICE CALLING THE ANNUAL GENERAL MEETING:

- As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, enabling the Company to send all communication to the Members through electronic mode. The above initiative will go a long way in conserving paper which is a natural resource as also result in substantial savings on printing and posting of annual reports and other documents of your Company sent to Members. Members are requested to support this Green Initiative by updating their email addresses with their respective Depository Participants, in case of electronic shareholding or registering their email addresses with the Company's Registrar and Share Transfer Agent, in case of physical shareholding. We hope that Members will join this cause and make the world a cleaner, greener and healthier place to live in. A member entitled to attend and vote at the Annual General Meeting (the meeting) may appoint a proxy to attend and vote on a poll on his behalf and proxy need not be a member of the Company.
- The proxy form appointing proxy to be valid must be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A proxy form is appended with the attendance slip. Corporate members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
- The Register of Members and Share Transfer Books of the Company shall remain closed from Books shall remain closed from September 10, 2014 to September 19, 2014 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on September 19, 2014.
- Members/ Proxies are requested to bring their Attendance Slip duly filled in along with their Annual Report to the meeting.
- Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Number and those who hold in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting. In case of joint holders, only Sole/First joint holder will be entitled to vote.
- Members are hereby requested to send all correspondence concerning transfer, transmission, subdivision, consolidation of shares or any other share related matters and / or any change in the address to the Common Registrar and Share transfer Agent Viz; Cameo Corporate Services Limited, Subramanian Building, No. 1, Club House Road, Chennai-600002, Phone No.044-28460390-94, FaxNo.28460129, Email:Cameosys@cameoindia.in.
- Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 for Items No.8 to 15 of the notice is annexed.
- The relevant details regarding the Directors seeking reappointment in the Annual General Meeting as proposed in Item Nos. 3 to 6 and 14 of the notice as required by Clause 49 of the Listing Agreement is also being annexed here to separately and forms part of the notice.
- The Members are requested to lodge/notify the transfer deeds, communication for change of address, Bank details, ECS details, wherever applicable, mandates (if any) with the Company's RTA for shares held in physical mode.

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10. The Members holding shares in electronic form are requested to lodge the above details to their depository participants and not to the Company or RTA of the Company, as the Company is obliged to use only the data provided by the Depositories while making payment of dividend.
11. As per RBI notifications, with effect from 1st October, 2009, the remittance of money through ECS is replaced by National Electronic Clearing Services (NECS) and banks have been instructed to move to the NECS platform. This is in addition to the existing facility of ECS in other locations. NECS essentially operates on the new and unique bank account number, allotted by banks post implementation of Core Banking Solutions (CBS) for centralized processing of inward instruction and efficiency in handling bulk transactions. In this regard, shareholders holding shares in electronic form are requested to furnish Bank Account Number allotted to them by their bank (after implementation of CBS), along with photocopy of a cheque of the concerned account, to their Depository Participant. Please send these details to the Company or the RTA, only if the shares are held in physical form.
12. Members holding shares in physical form are requested to dematerialise their shares. Securities and Exchange Board of India (SEBI) has mandate the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit 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 Company or the RTA. Members holding shares in physical form are also requested to quote their PAN details on the share transfer deed submitted for transfer of their shares.
13. As per the provisions of Section 109A of the Companies Act, 1956, nomination facility is available to the Members, in respect of the equity shares held by them. Nomination Form 2B prescribed by the Government can be obtained from the RTA or the registered office of the Company.
14. Members/Proxy holders are requested to produce at the entrance of the auditorium the enclosed admission slip duly completed and signed. Copies of all documents referred to in notice and explanatory statement annexed thereto and the statutory registers under Section 301 and 307 of the Companies Act, 1956 are available for inspection at the registered office of the Company between 11:00 A.M. to 1:00 P.M. on all working days i.e Monday to Friday, till the date of meeting and will also be available at the venue of the meeting.
15. Pursuant to provisions of Sections 205A and 205C of the Companies Act, 1956, the Company has transferred unpaid/ unclaimed share application refund amount up to the 31st march 2014 to the Investor Education and Protection Fund (the Fund) of the Central Government. The unpaid/unclaimed dividend(s) declared thereafter, remaining unpaid or unclaimed for a period of seven years from the date the same become due for payment, will be transferred by the Company to the Fund of the Central Government, as and when due.
16. Shareholders who have not encashed the dividend warrant(s) are requested to return the unpaid dividend warrant(s) for revalidation or write to the Company at the above address to obtain duplicate dividend warrant immediately. Please note that after transfer of the unpaid/ unclaimed dividend to the Fund, no claims shall lie against the Fund or the Company in respect of individual amounts and no payment shall be made in respect of any such claims.
17. Information for Director seeking appointment / re-appointment in Annual General Meeting scheduled to be held on 19th September 2014 (Pursuant to Clause 49 (IV)(E) and 49 (IV)(G)(i) of the Listing Agreement) is enclosed and forms part of this notice.
18. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to kindly bring their copies of the Annual Report to the meeting. Investors may address their queries /communication at comp_sec@rajtvnet.in.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

FOR ITEM NOS. 8 to 11 OF NOTICE CALLING THE ANNUAL GENERAL MEETING

The following Explanatory Statement pursuant to Section 173(2) of the Companies act, 1956 and 102 of the Companies Act 2013 sets out all the material facts relating to the proposed Special Resolution mentioned in the accompanying Twentieth Annual General Meeting Notice dated 29th July 2014.

The members are aware that Mr. M. Raajhendhran , Mr. M. Rajarathinam ,Mr. M. Ravindran & Mr. M. Reghunathan are the promoters of the company and respectively they are appointed as Mr. M. Raajhendhran (Managing Director), Mr. M. Rajarathinam (Director-Content Acquisition), Mr. M. Ravindran (Director- Operation) & Mr. M. Reghunathan (Director-Marketing) since the date of incorporation and have more than two decades of experience in their respective fields and over all main media and entertainment industry.

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The approval of the members is sought for the revision in the remuneration payable to the managerial persons, which was originally fixed as per the limits of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956, however the said managerial remuneration limit has been enhanced as per the latest Companies Act, 2013 and considering their two decades of dedicated service and their leadership qualities and contribution made by them as promoters and founders of the company, the enhancement of remuneration is proposed by the Board of Directors for their remaining tenure of their appointment which shall expire on 31-03-2016. The proposed remuneration is in compliance with Section on 196, 197, the Rules made there under read with Schedule V of the Companies Act, 2013 and other relevant and applicable provisions if any of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution on except Mr. M. Raajhendran , Mr. M. Rajarathinam ,Mr. M. Ravindran & Mr. M. Reghunathan .

FOR ITEM NOS. 12 and 13 OF NOTICE CALLING THE ANNUAL GENERAL MEETING

In order to meet the requirements of Section on 293 (1) (d) and 293 (1) (a) of the Companies Act, 1956 the shareholders had, in the Extra Ordinary General Meeting held on 27-06-2006, authorized the Company to borrow sums in excess of paid up capital and free reserves of the Company subject to a ceiling of ` 200 Cr. (other than temporary borrowings) and also to charge/mortgage the movable and immovable properties in favour of the lenders.

Section on 180 of the Companies Act, 2013 (notified on September 12, 2013) mandates that the aforementioned powers of the Board shall be exercised only through Special Resolution on passed in the meeting of shareholders as compared to the requirement of ordinary resolution on under the previous Act.

Consequently, the Board recommends to the shareholders to pass a special resolution on under Section on 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013, without altering the borrowing & mortgage limits already approved by way of Ordinary resolution on earlier. None of the Director or Key Managerial Personnel are interested or financially deemed to be interested in the resolution. .

FOR ITEM NO. 14 OF NOTICE CALLING THE ANNUAL GENERAL MEETING

As per the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company should have atleast one woman director. Keeping in view the above legal requirements and in deference to Company's shareholders' wishes, the Board of Directors have proposed that Smt. Amudha Rajendran be appointed as a Director of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Amudha Rajendran for the office of Director of the Company.

Smt. Amudha Rajendran is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She holds 35,43,284 equity shares in the Company.

Brief resume of Smt. Amudha Rajendran

Smt Amudha Rajendran has two decades of two corporate experience in the Media industry and since incorporation she was associated with the company as a Promoter Director of the company till 2006. Presently she is Whole Time Director of M/s Vissa Television Network Limited, Chennai and has vast experience in the media and entertainment industry.

Smt. Amudha Rajendran may be deemed to be concerned or interested, financially or otherwise, to the extent of the aforesaid shareholding in respect of her appointment as a Director. Shri Raajhendran M, who is her relative and the Managing Director of the Company and Mr. M. Ravindran, M. Rajarethinam and Mr. M. Raghunathan, Whole Time Director who were their other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the appointment of Smt. Amduha Rajendran.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.14 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.14 of the Notice for approval by the shareholders.

FOR ITEM NOS. 15 OF NOTICE CALLING THE ANNUAL GENERAL MEETING

As per the provisions of Section 204 of the Companies Act, 2013 it provides that every listed company shall annex a Secretarial Audit report given by a Company Secretary in Practice which forms part of the Board's report. The content and form is prescribed by the Central Government in its Rules. Hence the Board recommends M/s V. Nagarajan & Co., Company Secretaries in Practice, Chennai as the Secretarial Auditor for the company for the financial year 2014-15 onwards. Hence the said resolution is placed before the members for their approval and adoption.

None of the Director or Key Managerial Personnel are interested or financially deemed to be interested in the resolution.

Regd. Office:
32, Poes Road,
Ilnd St, Teynampet,
Chennai-600 018
Date: 29th July.2014

By Order of the Board of Directors
Joseph Cheriyan
Company Secretary

NOTICE

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, read with Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL.

In case of members receiving e-mail:

- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN	Enter your 10 digit alpha numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name followed by last 8 digits of Folio No in the PAN Field. In case the Folio No is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with Folio number 1 then enter RA00000001 in the PAN field.	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository or Company please enter the folio number in the Dividend Bank details field.

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- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on <Company Name> on which you choose to vote.
- xi. 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.
- xii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- xvii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

- a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- b) The voting period begins on **13th SEPTEMBER 2014 at 9 AM** and ends on **15th SEPTEMBER 2014 at 6 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **22nd AUGUST 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Chennai-600 018
Date: 29th July.2014

By Order of the Board of Directors
Joseph Cheriyan
Company Secretary

NOTICE

THE ADDITIONAL INFORMATION AS REQUIRED UNDER PART II OF SCHEDULE XIII OF THE COMPANIES ACT, 1956 IS GIVEN AS UNDER:-

I -GENERAL INFORMATAION

NAME OF THE MANAGERIAL PERSON AND DESIGNATION	M. RAAJHENDHRAN MANAGING DIRECTOR	M. RAJARATHINAM WHOLE TIME DIRECTOR	M .RAVINDRAN WHOLE TIME DIRECTOR	M. REGHUNATHAN WHOLE TIME DIRECTOR
Nature of industry	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. 14th October 1994.	The company commenced its operation w. e. f. 14th October 1994.	The company commenced its operation w. e. f. 14th October 1994.	The company commenced its operation w. e. f. 14th October 1994.
Financial performance of the company	The turnover of the company is Rs.80.53 crores and Profit After Tax is Rs.12.91 crores for the year ended 31.03.2014	The turnover of the company is Rs.80.53 crores and Profit After Tax is Rs.12.91 crores for the year ended 31.03.2014	The turnover of the company is Rs.80.53 crores and Profit After Tax is Rs.12.91 crores for the year ended 31.03.2014	The turnover of the company is Rs.80.53 crores and Profit After Tax is Rs.12.91 crores for the year ended 31.03.2014
Export performance	The company has achieved direct export turnover of Rs.19.26 crore for the year Ended 31.03.2014	The company has achieved direct export turnover of Rs.19.26 crore for the year Ended 31.03.2014	The company has achieved direct export turnover of Rs.19.26 crore for the year Ended 31.03.2014	The company has achieved direct export turnover of Rs.19.26 crore for the year Ended 31.03.2014
Foreign exchange collaborations & 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 AMOUNT THE APPOINTEE

NAME OF THE MANAGERIAL PERSON AND DESIGNATION	M. RAAJHENDHRAN MANAGING DIRECTOR	M. RAJARATHINAM WHOLE TIME DIRECTOR	M .RAVINDRAN WHOLE TIME DIRECTOR	M. REGHUNATHAN WHOLE TIME DIRECTOR
Background details	He has been the 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 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 is in charge of the in house production of various programs and overall operation of the Channels.He is equipped with technical expertise in the entertainment field, he looks after the technical aspects of the Company's operation.	He has been a Whole Time Director of the company since the date of incorporation and has extensive selling experience in the video cassette distribution business. He heads the marketing efforts of both the Channels of the company and is also responsible for developing and maintaining relationships with corporate clients and leading advertisement agencies.
Past Remuneration	Rs. 40,75,500/- annum with One month Salary (Rs. 3,13,500/-) as performance incentive.	Rs. 40,75,500/- annum with One month Salary (Rs. 3,13,500/-) as performance incentive.	Rs. 40,75,500/- annum with One month Salary (Rs. 3,13,500/-) as performance incentive.	Rs. 40,75,500/- annum with One month Salary (Rs. 3,13,500/-) as performance incentive.

NOTICE

II-INFORMATION AMOUNT THE APPOINTEE

NAME OF THE MANAGERIAL PERSON AND DESIGNATION	M. RAAJHENDHRAN MANAGING DIRECTOR	M. RAJARATHINAM WHOLE TIME DIRECTOR	M .RAVINDRAN WHOLE TIME DIRECTOR	M. REGHUNATHAN WHOLE TIME DIRECTOR
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. Raajhndran, 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.
Remuneration proposed	Rs.1,20,00,000/-per annum.(Rupees One Crore Twenty lakhs only)	Rs.1,20,00,000/-per annum.(Rupees One Crore Twenty lakhs only)	Rs.1,20,00,000/-per annum.(Rupees One Crore Twenty lakhs only)	Rs.1,20,00,000/-per annum.(Rupees One Crore Twenty lakhs only)
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. Raajhndhran do not have any other pecuniary relationship with the Company.	He being promoter Directors is the relative of the whole timeDirectors & 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 timeDirectors & 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 timeDirectors & Managing Director. Besides, the remuneration proposed, Mr. M. Raghunathan do not have any other pecuniary relationship with the Company.

NOTICE

III-OTHER INFORMATION

NAME OF THE MANAGERIAL PERSON AND DESIGNATION	M. RAAJHENDHRAN MANAGING DIRECTOR	M. RAJARATHINAM WHOLE TIME DIRECTOR	M. RAVINDRAN WHOLE TIME DIRECTOR	M. REGHUNATHAN WHOLE TIME DIRECTOR
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 31.03.2014	Company Expects 25% growth as against year ended 31.03.2014	Company Expects 25% growth as against year ended 31.03.2014	Company Expects 25% growth as against year ended 31.03.2014

IV - DISCLOSURE

1. The remuneration payable to Mr. M. Raajhendhran , Mr. M. Rajarathinam ,Mr. M. Ravindran & Mr. M. Reghunathan are detailed in the resolution.
2. 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.
3. 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 the provisions of the Companies Act, 2013
4. Mr. M. Raajhendhran , Mr. M. Rajarathinam ,Mr. M. Ravindran & Mr. M. Raghunathan are deemed to be interested in the resolutions.

Regd. Office
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Date: 29th July.2014

By Order of the Board of Directors
Joseph Cheriyan
Company Secretary