

27th October 2015

To

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra East
Mumbai - 400 051

Dear Sirs,

Sub: Proceedings of 16th Annual General Meeting

Pursuant to Clause 31 and other applicable clauses, if any, of the Listing Agreement we enclose herewith a certified copy of the proceedings of the 16th Annual General Meeting of the members of the Company held on 25th September 2015.

Please take these into record and do the needful.

Thanking you,

Yours faithfully,
For Radaan Mediaworks India Limited,


Kanhu Charan Sahu
Company Secretary

Encl: A.A

MINUTES OF THE SIXTEENTH ANNUAL GENERAL MEETING OF
RADAAN MEDIAWORKS INDIA LIMITED HELD ON FRIDAY, THE 25TH
SEPTEMBER 2015 AT 10.00 A.M. AT GUINDY LODGE, MADRAS RACE
CLUB, GUINDY, CHENNAI - 600032.

MINUTES BOOK

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ON THE DICE:

Mrs. R Radikaa Sarathkumar	- Chairperson & Managing Director
Mr. R Sarathkumar	- Whole-time Director
Mr. A Krishnamoorthy	- Non-Executive Independent Director; and Chairman of the Audit Committee; and Chairman of the Nomination and Remuneration Committee
Mr. J Krishnaprasad	- Non-Executive Independent Director; and Chairman of the Stakeholders' Relationship Committee
Mr. V Selvaraj	- Non-Executive Independent Director
Mr. M Kaviramani	- Chief Financial Officer
Mr. Kanhu Charan Sahu	- Company Secretary

ATTENDANCE OF MEMBERS:

Members present	- 502
Authorized representatives	- NIL
Proxies	- NIL

OTHERS PRESENT:

Statutory Auditors	- Mr. C N Gangadaran, Partner of CNGSN & Associates LLP, Chartered Accountants
Secretarial Auditor	- Mr. R Kannan, Practising Company Secretary

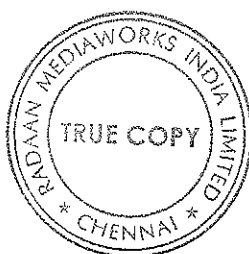
Time of Commencement	- 10.00 a.m.
Time of Conclusion	- 12.30 p.m.

In terms of Article 63 of Articles of Association of the Company, Mrs. R Radikaa Sarathkumar presided over the meeting.

The Chairperson welcomed all members to the meeting and requested to stand up for the inaugural prayer song.

After the prayer song, the Chairperson declared that quorum was present and called the Meeting to order.

CHAIRMAN'S
INITIALS



For RADAAN MEDIAWORKS INDIA LIMITED

KC Sahu
Company Secretary

The Chairperson declared that the Register of Directors' and Key Managerial Personnel and their Shareholdings in terms of section 170 of the Companies Act, 2013, the Register of Contracts in terms of section 189 of the Act and the Independent Auditors' Report and the Secretarial Auditor's Report were kept open for inspection by the Members.

The Chairperson further announced that, Mr.A Krishnamoorthy, Audit Committee Chairman was present to provide any clarification on matters relating to audit and answer other shareholder queries; also, Mr. C N Gangadharan, Partner of M/s.CNGSN & Associates LLP, the Statutory Auditors and Mr.R Kannan, the Secretarial Auditor were present for any clarification.

The Chairperson addressed the gathering, highlighting various aspects of the operations and performance of the company.

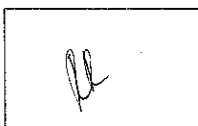
With the permission of the Members present, the notice dated 14th August 2015 convening 16th Annual General Meeting was taken as read.

The Independent Auditors' Report dated 26th May 2015 and the Secretarial Auditor's Report dated 13th August 2015 were also taken as read with permission of the Members present, as the reports were not qualified.

On invitation from the Chairperson, the Company Secretary briefed the members about the objectives of the resolutions seeking approval of members.

The Chairperson then invited members to speak on the annual report and also opened the floor for any question on agenda items. Some members present at the meeting sought certain information, clarification and provided some suggestions which broadly covered the following matters:

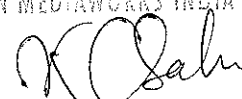
- Advancing the date of AGM
- Suggestion to publish five / ten years financial highlights in the annual report
- Insufficient growth in turnover and profitability
- Increase in certain costs
- Declaration of dividend
- Issue of bonus shares
- Disputed tax liabilities
- Payment of professional fees to Managing Director



CHAIRMAN'S
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For RADAAN MEDIAWORKS INDIA LIMITED



Company Secretary

The various questions were collated and answered by the Chairman of the Audit Committee as per invitation from the Chairperson.

After that, Chairperson informed, as per the amended provisions of the Listing Agreement and the Companies Act, 2013, the Company had offered remote e-voting facilities to the members and also offering voting by poll through physical ballot papers to those members present at the meeting and did not vote through remote e-voting and that the Scrutinizer, Mr.R Kannan, Practising Company Secretary is present at the meeting, he will conduct the polling under his supervision, scrutinize the votes cast on all resolutions, through remote e-voting as well as the physical ballot poll at the meeting, in a fair and transparent manner and submit his report, based on which the results will be announced within 48 hours. The poll process will commence upon distribution of the Ballot Papers by the Scrutinizer.

As per instruction of the Chairperson, the Scrutinizer distributed ballot papers and the poll process was conducted for all resolutions under the supervision of the Scrutinizer.

Pursuant to advice of the Scrutinizer and after ascertaining that all the members who were present and wanted to participate in the poll, had cast their votes, the Chairperson declared closure of physical ballot voting and further informed that on receipt of Scrutinizer's Report the details of the voting results of remote e-voting and physical ballot on all resolutions as set out in item nos.1 to 4 of the notice of AGM and discussed earlier at the meeting, along with the scrutinizer's report will be placed on the Company's website www.radaan.tv and shall also be communicated to the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited.

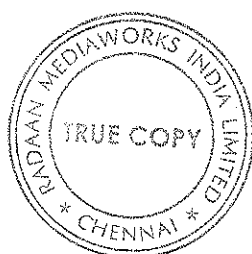
The Chairperson thanked all members for their participation, and the meeting was concluded at 12.30 p.m., by singing the National Anthem.

Requisite quorum was present throughout the meeting, which was called, convened and conducted in line with provisions under the Companies Act, 2013 and the Secretarial Standard for General Meetings (SS-2).

The voting results together with scrutinizer's report were announced on 27th September 2015. As per the Scrutinizer's Report dated 26th September 2015, all the resolutions taken up for consideration at the 16th AGM have been passed with requisite majority, and in terms of provisions under section 108, 109 of the Companies Act, 2013 read with relevant rules made thereunder, shall be deemed



CHAIRMAN'S
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For RADAAN MEDIAWORKS INDIA LIMITED


Company Secretary

to have been passed on the date of AGM i.e. 25th September 2015, and recorded hereunder as part of the proceedings of the AGM.

ORDINARY BUSINESS:

- Resolution No.1 - Ordinary Resolution - To receive, consider and adopt the audited Financial Statements:

RESOLVED THAT the audited Financial Statements of the Company on standalone and consolidated basis, for the financial year ended 31st March 2015, including the Balance Sheet as at 31st March 2015, Profit & Loss Statement for the financial year ended on that date and the Auditors Report and the Board of Directors Report thereon be and are hereby received, considered and adopted.

Voting Result

Invalid votes polled	1,001
Valid votes polled	2,78,55,096
Number of votes in favour	2,78,55,096
% of votes in favour on valid votes polled	100
Number of votes against	0
% of votes against on valid votes polled	0

- Resolution No.2 - Ordinary Resolution - To appoint a director in place of Mr. Ramanathan Sarathkumar, who retires by rotation and being eligible, offers himself for reappointment:

RESOLVED THAT Mr. Ramanathan Sarathkumar, retiring by rotation be and is hereby reappointed as Director of the company.

Voting Result

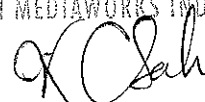
Invalid votes polled	1,001
Valid votes polled	2,78,55,096
Number of votes in favour	2,78,53,096
% of votes in favour on valid votes polled	99.99
Number of votes against	2,000
% of votes against on valid votes polled	0.01



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For RADAAN MEDIAWORKS INDIA LIMITED



Company Secretary

RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s.CNGSN & Associates LLP, Chartered Accountants (Firm Registration No.004915S), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the seventeenth AGM of the Company to be held in the year 2016, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Voting Result

Invalid votes polled	1,001
Valid votes polled	2,78,55,096
Number of votes in favour	2,78,55,096
% of votes in favour on valid votes polled	100
Number of votes against	0
% of votes against on valid votes polled	0

SPECIAL BUSINESS:

Resolution No.4 – Special Resolution – To approve increase in remuneration of Mr.Ramanathan Sarathkumar, Whole-time Director:

RESOLVED THAT pursuant to the provisions of Section 196, read with Section 197, Schedule V of the Companies Act, 2013 and all other applicable provisions thereunder, including any statutory modification or reenactment thereof for the time being in force, the Company hereby approves the enhanced monthly remuneration of Rs.3,50,000/- (Rupees three lakh fifty thousand only), inclusive of all allowances and perquisites, payable to Mr.Ramanathan Sarathkumar, Whole-time Director with effect from 1st June 2015 for the remaining tenure of his current term ending on 31st March 2016.

RESOLVED FURTHER THAT the board of directors be and are hereby authorized to decide, vary, alter, increase, modify or otherwise decide the manner of fixing various components of remuneration including perquisites to be paid to Mr.Ramanathan Sarathkumar within the said limit as may be thought fit from time to time.

CHAIRMAN'S
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For RADAAN MEDIAWORKS INDIA LIMITED

KCSah
Company Secretary

RESOLVED FURTHER THAT in the absence of or inadequacy of profits in any financial year, the remuneration shall be paid as minimum remuneration under Schedule V of the Companies Act, 2013.

Voting Result

Invalid votes polled	1,001
Valid votes polled	2,78,55,096
Number of votes in favour	2,78,52,996
% of votes in favour on valid votes polled	99.99
Number of votes against	2,100
% of votes against on valid votes polled	0.01

Date of entry in the Minutes Book - 21st October 2015

KC Sahu

Kanhu Charan Sahu
Company Secretary

R. Radikaa

(R RADIKAA SARATHKUMAR)

Chairperson & Managing Director

Chennai

21st October 2015

CHAIRMAN'S
INITIALS



For RADAAN MEDIAWORKS INDIA LIMITED

KC Seeh
Company Secretary