

RAJ TV/BSE/15-16 /AGM 2015
October 1, 2015

Bombay Stock Exchange Limited (Scrip Code: 532826)
National Stock Exchange of India Limited (Scrip ID: RAJTV)

Kind attention: Corporate Relationship Department
DISCLOSURE UNDER CLAUSE 35A OF THE LISTING AGREEMENT

**DISCLOSURES REGARDING VOTING RESULTS OF 21st ANNUAL GENERAL MEETING
OF THE COMPANY HELD ON 30th SEPTEMBER 2015
PURSUANT TO CLAUSE 35A OF THE LISTING AGREEMENT**

A- DETAILS OF ATTENDANCE AT ANNUAL GENERAL MEETING:

Particulars		Details	
Total Number of Shareholders as on Book Closure		8425	
Date of AGM		30 th SEPTEMBER 2015, WEDNESDAY	
Book closure Date		September 22, 2015 to September 30, 2015	
No of Shareholders present in the meeting either in person or through proxy			
Share Holders	Present in person	Present through proxy	Total
a. Promoters & Promoter Group	5	-	5
b. Public	1153	3	1156
No of Shareholders attended the meeting through video conferencing:- :No video conferencing facility was arranged			
Details of Agenda			As detailed in 'B' below:-
Resolution required			
Mode of Voting			
Voting results			

For RAJ TELEVISION NETWORK LIMITED


COMPANY SECRETARY
US JOSEPH CHERIAN, ACS
MEMBERSHIP No: 28524



B- DETAILS OF THE AGENDA AND VOTING RESULTS:-

Resolution 1 : Adoption of Audited Statement of Profit & Loss of the Company for the year ended 31st March 2015 Cash flow statement and the Balance Sheet as at that date and the Reports of Auditors and Directors there on. - Ordinary Resolution

Type of Voting	Share holder Type	No. of Shares Held as at E-voting cut off date	No of Votes Polled	% of votes polled on outstanding shares	No of votes in favor	No of votes against	Invalid Votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting & Poll	Promoter & Promoter group	36297244	36297244	100	36297244	0	0	100	0
E-Voting & Poll	Public Institutional Holders (FII)	12966	0	0	0	0	0	0	0
E-Voting & Poll	Public- Others	15603134	439584	2.82	439584	0	0	100	0
Total Voting		51913344	36736828	70.77	36736828	0	0	100	0

Resolution 2 : Declaration of Equity Dividend of Rs.0.50 (Fifty paise only) per equity share of Rs.5/- (Rupees Five) each. - Ordinary Resolution

Type of Voting	Share holder Type	No. of Shares Held as at E-voting cut off date	No of Votes Polled	% of votes polled on outstanding shares	No of votes in favor	No of votes against	Invalid Votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting & Poll	Promoter & Promoter group	36297244	36297244	100	36297244	0	0	100	0
E-Voting & Poll	Public Institutional Holders (FII)	12966	0	0	0	0	0	0	0
E-Voting & Poll	Public- Others	15603134	439584	2.82	439584	0	0	100	0
Total Voting		51913344	36736828	70.77	36736828	0	0	100	0

FOR RAJ TELEVISION NETWORK LIMITED


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S JOSEPH CHERIYAN, ACS
MEMBERSHIP No: 28524



Resolution No. 3 : Reappointment of Shri. M. Raghunathan, as Director of the Company who retired by rotation- Ordinary Resolution

Type of Voting	Share holder Type	No. of Shares Held as at E-voting cut off date	No of Votes Polled	% of votes polled on outstanding shares	No of votes in favor	No of votes against	Invalid Votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting & Poll	Promoter & Promoter group	36297244	36297244	100	36297244	0	0	100	0
E-Voting & Poll	Public Institutional Holders (FI)	12966	0	0	0	0	0	0	0
E-Voting & Poll	Public- Others	15603134	439584	2.82	439584	0	0	100	0
Total Voting		51913344	36736828	70.77	36736828	0	0	100	0

Resolution No. 4: Reappointment of Shri. M. Rajarathnam M, as Director of the Company who retired by rotation- Ordinary Resolution.

Type of Voting	Share holder Type	No. of Shares Held as at E-voting cut off date	No of Votes Polled	% of votes polled on outstanding shares	No of votes in favor	No of votes against	Invalid Votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting & Poll	Promoter & Promoter group	36297244	36297244	100	36297244	0	0	100	0
E-Voting & Poll	Public Institutional Holders (FI)	12966	0	0	0	0	0	0	0
E-Voting & Poll	Public- Others	15603134	439584	2.82	439584	0	0	100	0
Total Voting		51913344	36736828	70.77	36736828	0	0	100	0

RAJ TELEVISION NETWORK LIMITED


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Resolution No. 5 : Reappointment of M/s Pratapkaran Paul & Co, Chartered Accountants 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- Ordinary Resolution.

Type of Voting	Share holder Type	No. of Shares Held as at E-voting cut off date	No of Votes Polled	% of votes polled on outstanding shares	No of votes in favor	No of votes against	Invalid Votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting & Poll	Promoter & Promoter group	36297244	36297244	100	36297244	0	0	100	0
E-Voting & Poll	Public Institutional Holders (FII)	12966	0	0	0	0	0	0	0
E-Voting & Poll	Public- Others	15603134	439584	2.82	439584	0	0	100	0
Total Voting		51913344	36736828	70.77	36736828	0	0	100	0

Resolution No. 6: Appointment of Smt Vijayalakshmi Ravindran as the woman director of the company- Ordinary Resolution.

Type of Voting	Share holder Type	No. of Shares Held as at E-voting cut off date	No of Votes Polled	% of votes polled on outstanding shares	No of votes in favor	No of votes against	Invalid Votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting & Poll	Promoter & Promoter group	36297244	36297244	100	36297244	0	0	100	0
E-Voting & Poll	Public Institutional Holders (FII)	12966	0	0	0	0	0	0	0
E-Voting & Poll	Public- Others	15603134	439584	2.82	439584	0	0	100	0
Total Voting		51913344	36736828	70.77	36736828	0	0	100	0

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Resolution No.7: 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 2016 to 31st March 2021- Special Resolution.

Type of Voting	Share holder Type	No. of Shares Held as at E-voting cut off date	No of Votes Polled	% of votes polled on outstanding shares	No of votes in favor	No of votes against	Invalid Votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting & Poll	Promoter & Promoter group	36297244	36297244	100	36297244	0	0	100	0
E-Voting & Poll	Public Institutional Holders (FI)	12966	0	0	0	0	0	0	0
E-Voting & Poll	Public- Others	15603134	439584	2.82	439584	0	0	100	0
Total Voting		51913344	36736828	70.77	36736828	0	0	100	0

Resolution No. 8: 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 2016 to 31st March 2021- Special Resolution.

Type of Voting	Share holder Type	No. of Shares Held as at E-voting cut off date	No of Votes Polled	% of votes polled on outstanding shares	No of votes in favor	No of votes against	Invalid Votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting & Poll	Promoter & Promoter group	36297244	36297244	100	36297244	0	0	100	0
E-Voting & Poll	Public Institutional Holders (FI)	12966	0	0	0	0	0	0	0
E-Voting & Poll	Public- Others	15603134	439584	2.82	439584	0	0	100	0
Total Voting		51913344	36736828	70.77	36736828	0	0	100	0

FOR RAJ TELEVISION NETWORK LIMITED


COMPANY SECRETARY
S. JOSEPH CHERIYAN, ACS
MEMBERSHIP No: 28524



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CIN : L92490TN1994PLC027709

Resolution No.9: 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 2016 to 31st March 2021- Special Resolution

Type of Voting	Share holder Type	No. of Shares Held as at E-voting cut off date	No of Votes Polled	% of votes polled on outstanding shares	No of votes in favor	No of votes against	Invalid Votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting & Poll	Promoter & Promoter group	36297244	36297244	100	36297244	0	0	100	0
E-Voting & Poll	Public Institutional Holders (FI)	12966	0	0	0	0	0	0	0
E-Voting & Poll	Public- Others	15603134	439584	2.82	439584	0	0	100	0
Total Voting		51913344	36736828	70.77	36736828	0	0	100	0

Resolution No.10: 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 2016 to 31st March 2021- Special Resolution

Type of Voting	Share holder Type	No. of Shares Held as at E-voting cut off date	No of Votes Polled	% of votes polled on outstanding shares	No of votes in favor	No of votes against	Invalid Votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting & Poll	Promoter & Promoter group	36297244	36297244	100	36297244	0	0	100	0
E-Voting & Poll	Public Institutional Holders (FI)	12966	0	0	0	0	0	0	0
E-Voting & Poll	Public- Others	15603134	439584	2.82	439584	0	0	100	0
Total Voting		51913344	36736828	70.77	36736828	0	0	100	0

This is for your information and records please.

Yours truly

For Raj Television Network Limited



Joseph Cheriyan

Company Secretary & compliance Officer



DETAILS OF THE AGENDA AND VOTING RESULTS:-

Sr	Details of Agenda	Resolution required	Mode of voting	Voting Results
1	Adoption of Audited Statement of Profit & Loss of the Company for the year ended 31 st March 2015 Cash flow statement and the Balance Sheet as at that date and the Reports of Auditors and Directors there on.	Ordinary	Evoting and Poll	Passed with requisite majority
2	Declaration of Equity Dividend of Rs.0.50 (Fifty paise only) per equity share of Rs.5/- (Rupees Five) each.	Ordinary	Evoting and Poll	Passed with requisite majority
3	Reappointment of Shri. M. Raghunathan, as Director of the Company who retired by rotation.	Ordinary	Evoting and Poll	Passed with requisite majority
4	Reappointment of Shri. M. Rajarathinam M, as Director of the Company who retired by rotation	Ordinary	Evoting and Poll	Passed with requisite majority
5	Reappointment of M/s Pratapkaran Paul & Co, Chartered Accountants 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.	Ordinary	Evoting and Poll	Passed with requisite majority
6	Appointment of Smt Vijayalakshmi Ravindran as the woman director of the company	Ordinary	Evoting and Poll	Passed with requisite majority
7	Reappointment of Mr.M.Rajendran (DIN 00821144) as Chairman and Managing Director of the Company for a period of five (5) years commencing from 01 st April 2016 to 31 st March 2021.	Special	Evoting and Poll	Passed with requisite majority
8	Reappointment of Mr.M.Rajaratnam (DIN 00839174) as Whole-time director of the Company for a period of five (5) years commencing from 01 st April 2016 to 31 st March 2021.	Special	Evoting and Poll	Passed with requisite majority
9	Reappointment of Mr.M.Ravindran (DIN 00662830) as Whole-time director of the Company for a period of five (5) years commencing from 01 st April 2016 to 31 st March 2021.	Special	Evoting and Poll	Passed with requisite majority
10	Reappointment of Mr. M. Raghunathan (DIN 00662769) as Whole-time director of the Company for a period of five (5) years commencing from 01 st April 2016 to 31 st March 2021.	Special	Evoting and Poll	Passed with requisite majority

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Yours truly

For Raj Television Network Limited



Joseph cheriyan

Company Secretary & compliance Officer



RAJ TELEVISION NETWORK LIMITED

CIN: L92490TN1994PLC027709

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EXTRACT OF THE PROCEEDINGS OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF M/s RAJ TELEVISION NETWORK LIMITED, HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2015 AT 10.00 AM, AT BHARATIYA VIDYA BHAVAN, 18-22, EAST MADA STREET, MYLAPORE, CHENNAI-600 004.

No. of Members present in person : 1158

No. of Members Present by Proxy : 03

Directors Present:

Shri M Rajendran

Shri M Rajarathnam

Shri M Ravindran

Shri M Raghunathan

Shri D. R. Kaarthikeyan

Shri. A. Arjuna Pai

Managing Director

Director

Director

Director

Director- Chairman Investors Grievance Committee

Director - Chairman Audit Committee

In attendance:

Shri. Joseph Cheriyan

Shri. Jeyaseelan

: Company Secretary

: Chief Financial Officer

On invitation:

Shri. Pratapkaran Paul : Statutory Auditor

Chairman

The Chairman and Managing Director, Shri. Rajendran M, took the chair.

Chairman called the meeting to order, as the requisite quorum was present.



1.

Chairman then informed the members that the Register of Directors' and Key Managerial Person and their shareholding in terms of Section 170 read with Section 171 of the Companies Act, 2013 (The Act) and the Register of Contracts in terms of Section 189 of the Act 2013 were kept open for inspection during the Annual General Meeting and made accessible during the continuance of the said meeting.

Register of Proxies were placed on the table for inspection of the members, Chairman called the meeting on order and welcomed the shareholders present.

He declared that the proxies received and entered in the Register of Proxies as valid.

Thereafter the chairman introduced the Directors to the shareholders.

Notice of the Meeting

With the Consent of all members present, the Notice convening the meeting as already circulated was taken as read. Thereafter the Chairman addressed the meeting.

Auditors report

The Company Secretary read out the Auditors report to the members.

Chairman's Address

Chairman then delivered his speech to the members, highlighting various aspects such as industrial review, performance of the company for the year ended 31-03-2015 and during the first quarter of the current year, payment of final dividend for the financial year 2014-15 and various expansion plans. He also in his speech informed about the advertisement revenue in the new Channel launches and the plans for the current financial year.

After concluding his speech, he informed about the opportunity given to the shareholders for ensuring their wider participation and voting on all the resolution placed before them in the annual general meeting through "E-voting" as mandated under statutes both the Companies Act, 2013 and the Clause 35B of the Listing Agreement.

Chairman also explained that the company provided the e-voting facility through the "Central Depository Services (India) Limited" (CDSL) and in view of this "Voting by show of hands" has been dispensed with. Chairman informed that as per the requirements under statutes the E-voting period was kept open from 27th September 2015 (9.00 AM) to 29th September, 2015 (5.00 PM).



Chairman informed that Shri. V. Nagarajan, Proprietor of M/s V.Nagarajan & Co., Company Secretaries in Practice, Chennai who was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process had submitted his report on the "Results of E-Voting" on all the resolutions placed before the members.

He then invited the members to seek clarifications/queries if any, on the agenda items of Notice of AGM placed before them for approval.

At the outset, the members generally appreciated the good performance of the company for the year ended 31-03-2015 and congratulated the Chairman and the Board of Directors for their excellent contribution to the growth of the company.

They also highlighted various means and measures where in which the company can explore the opportunities for better performance of the company.

Chairman after providing the opportunity to each of such shareholder for seeking any clarification on all the items on the agenda placed before them, explained and responded broadly to each of their queries, clarifications, suggestions, comments.

He then after providing all the clarifications as sought by the shareholders, reiterated that since the company has provided E-Voting facility to the members, to vote between 27th September 2015 to 29th September 2015 it was obligatory on the part of the company to provide similar voting rights to those members, who were personally present in the meeting hall, in person or through proxies, to vote in proportion to the shares held by them.

He therefore announced that the Poll would be arranged through the issue of "Ballot form" for voting on all the resolutions contained in ordinary and special business of the AGM. He then informed that the "Ballot Forms" are distributed to the shareholders present and requested the Scrutinizer to help the shareholders for casting their votes through the ballot form and conduct the Poll process. Then the shareholders and proxies, after getting the "ballot form" exercised their voting as per the procedures explained to them by the Scrutinizer.

After ensuring that all the shareholders and proxies who were present in the meeting hall and participated in the Poll, had cast their votes, the Scrutinizer closed the Poll at around 10.45 AM. Then the Scrutinizer took the custody of the Polling boxes for counting the votes and submitting the results to the Chairman.

Chairman then announced that the results, declared both on the E-voting and through ballot form along with the Scrutinizer's report will be placed on the company's website and on the website of the CDSL within 2 days from the conclusion of the annual general meeting and would be communicated to the stock exchanges where the company's shares are listed.



Chairman thanked the shareholders for their active support to the company declared that the formal closure of the 21st Annual General Meeting of the company.

After counting & verification of validity of votes polled through ballot forms, Chairman noted the consolidated report on the results of both E-voting and poll submitted by the Scrutinizer on all the resolutions placed before the shareholders.

The results were then announced through the website of the company, CDSL as well as the Stock Exchanges as detailed below:

Ordinary Business

Item No. 1 - Adoption of Annual accounts for the year ended 31-03-2015

RESOLVED THAT the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss and cash flow statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon as presented to the meeting be and are hereby approved and adopted.

Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in Favor	No. of Votes against	% of Votes in favor on votes polled	% of Votes against on votes polled
Promoter/Promoter-Group	36297244	36297244	100.00	36297244	0	100.00	0.00
Public-Institutional holders	12966	0	0	0	0	0	0
Public - Others	15603134	439584	2.82	439584	0	100.00	0
Total →	51913344	36736828	70.77	36736828	0	100.00	0

Result: the ordinary resolution was passed as the requisite majority of votes were cast/pollled in favor of the resolution.



Item No. 2 – Declaration of Final Dividend and confirmation of Interim dividend

RESOLVED THAT to declare final dividend at the rate of Rs 0.50 paise per equity share of Rupees 5 paid-up for the year ended 31st March, 2015.

Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in Favor	No. of Votes against	% of Votes in favor on votes polled	% of Votes against on votes polled
Promoter/Promoter Group	36297244	36297244	100.00	36297244	0	100.00	0.00
Public-Institutional holders	12966	0	0	0	0	0	0
Public – Others	15603134	439584	2.82	439584	0	100.00	0
Total →	51913344	36736828	70.77	36736828	0	100.00	0

Result: The ordinary resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.

Item No. 3- Appointment of Shri .M.Raghunathan, (holding DIN 00662769) , as a Director ,who retired by rotation.

RESOLVED THAT to re-appoint Shri. M. Raghunathan, (holding DIN 00662769), who retires by rotation and being eligible offers himself for re-appointment, as a director of the company liable to retire by rotation.

Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Promoter Group	36297244	36297244	100.00	36297244	0	100.00	0.00
Public-Institutional holders	12966	0	0	0	0	0	0
Public – Others	15603134	439584	2.82	439584	0	100.00	0
Total →	51913344	36736828	70.77	36736828	0	100.00	0

Result: The ordinary resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.



Item No. 4- Appointment of Shri. M. Rajarathnam, (holding DIN 00839174) as a Director ,who retired by rotation.

RESOLVED THAT to re-appoint Shri. M. Rajarathnam, (holding DIN 00839174) who retires by rotation and being eligible offers himself for re-appointment, as a director of the company liable to retire by rotation.

Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in Favor	No. of Votes against	% of Votes in favor on votes polled	% of Votes against on votes polled
Promoter/Promoter Group	36297244	36297244	100.00	36297244	0	100.00	0.00
Public-Institutional holders	12966	0	0	0	0	0	0
Public - Others	15603134	439584	2.82	439584	0	100.00	0
Total →	51913344	36736828	70.77	36736828	0	100.00	0

Result: The ordinary resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.

Item No. 5- Appointment of M/s Pratapkaran Paul & Co., as Statutory auditors of the company

RESOLVED THAT M/s Pratapkaran Paul & Co., Chartered Accountants, Chennai having their Firm Registration No: 002777S be and are hereby appointed as the Statutory auditors of the company to hold office from the conclusion of this annual general meeting to until the conclusion of the next annual general meeting of the company on such remuneration as may be decided by the board of directors of the company.

Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in Favor	No. of Votes against	% of Votes in favor on votes polled	% of Votes against on votes polled
Promoter/Promoter Group	36297244	36297244	100.00	36297244	0	100.00	0.00
Public-Institutional holders	12966	0	0	0	0	0	0
Public - Others	15603134	439584	2.82	439584	0	100.00	0
Total →	51913344	36736828	70.77	36736828	0	100.00	0

Result: The ordinary resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.



SPECIAL BUSINESS

Item No. 6- Appointment of Smt. Vijayalakshmi Ravindran (DIN 00716224) as the women director of the company, Pursuant to provisions of section 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013.

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Qualifications 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. Vijayalakshmi Ravindran (DIN:00716224) in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing her candidature for the office of Director of the Company liable to retire by rotation.

Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in Favor	No. of Votes against	% of Votes in favor on votes polled	% of Votes against on votes polled
Promoter/Promoter Group	36297244	36297244	100.00	36297244	0	100.00	0.00
Public-Institutional holders	12966	0	0	0	0	0	0
Public - Others	15603134	439584	2.82	439584	0	100.00	0
Total →	51913344	36736828	70.77	36736828	0	100.00	0

Result: The Ordinary resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.

Item No. 7 - Reappointment of Shri. M.Rajendran (DIN 00821144) as Chairman and Managing Director of the Company for a period of five (5) years commencing from 01st April 2016 to 31st March 2021.

"RESOLVED THAT 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 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 Shri. M. Rajendran, Managing Director (Holding DIN 00821144), of the Company, for a further period of 5 (five) years with effect from April 01, 2016, 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, 2016, 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 Shri.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 Shri.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."

Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in Favor	No. of Votes against	% of Votes in favor on votes polled	% of Votes against on votes polled
Promoter/Promoter Group	36297244	36297244	100.00	36297244	0	100.00	0.00
Public-Institutional holders	12966	0	0	0	0	0	0
Public - Others	15603134	439584	2.82	439584	0	100.00	0
Total →	51913344	36736828	70.77	36736828	0	100.00	0

Result: The Special resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.



Item No. 8 - Reappointment of Shri. M.Rajarithnam (DIN 00839174) as Whole-time director of the Company for a period of five (5) years commencing from 01st April 2016 to 31st March 2021.

"RESOLVED THAT 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 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 Shri. M. Rajarithnam, Whole Time Director (Holding DIN 00839174), of the company, for a further period of 5 (five) years with effect from April 01, 2016, 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, 2016, 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 Shri. M. Rajarithnam.

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 Shri. M. Rajarithnam, Whole Time 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."



Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Promoter Group	36297244	36297244	100.00	36297244	0	100.00	0.00
Public-Institutional holders	12966	0	0	0	0	0	0
Public - Others	15603134	439584	2.82	439584	0	100.00	0
Total →	51913344	36736828	70.77	36736828	0	100.00	0

Result: The Special resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.

Item No. 9 - Reappointment of Shri. M.Ravindran (DIN 00662830) as Whole-time director of the Company for a period of five (5) years commencing from 01st April 2016 to 31st March 2021.

"RESOLVED THAT in accordance with the provisions of section 196, 197, 198 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 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 Shri. M. Ravindran, Whole Time Director (Holding DIN 00662830), of the company, for a further period of 5 (five) years with effect from April 01, 2016, 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, 2016, 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 Shri. M. Ravindran.



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 Shri. M. Ravindran, Whole Time 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."

Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in Favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Promoter Group	36297244	36297244	100.00	36297244	0	100.00	0.00
Public-Institutional holders	12966	0	0	0	0	0	0
Public - Others	15603134	439584	2.82	439584	0	100.00	0
Total →	51913344	36736828	70.77	36736828	0	100.00	0

Result: The Special resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.

Item No. 10 - Reappointment of Shri. M. Raghunathan (DIN 00662769) as Whole-time director of the Company for a period of five (5) years commencing from 01st April 2016 to 31st March 2021.

"RESOLVED THAT 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 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 Shri. M. Raghunathan, Whole Time Director



(Holding DIN 00662769) , of the company, for a further period of 5 (five) years with effect from April 01, 2016, 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, 2016, 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 there to and as may be agreed to between the Board of Directors and of Shri. M. Raghunathan.

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 Shri. M. Raghunathan, Whole Time 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."



Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in Favor	No. of Votes against	% of Votes in favor on votes polled	% of Votes against on votes polled
Promoter/Promoter Group	36297244	36297244	100.00	36297244	0	100.00	0.00
Public-Institutional holders	12966	0	0	0	0	0	0
Public - Others	15603134	439584	2.82	439584	0	100.00	0
Total →	51913344	36736828	70.77	36736828	0	100.00	0

Result: The Special resolution was passed as the requisite majority of votes were cast/pollled in favour of the resolution.

All the resolutions as contained in the Item Nos.1 to 10 of the 21st Annual General Meeting stood deemed to be passed on 30th September 2015 being the date of relevant annual general meeting of the members.

SD/-
Chairman

Chennai
30-09-2015

FOR RAJ TELEVISION NETWORK LIMITED


COMPANY SECRETARY
C.S. JOSEPH CHERIYAN, ACS
MEMBERSHIP No: 26524





September 30, 2015

Form MGT 13

Combined Report of Scrutinizer (E-voting & Poll)
(Pursuant to Rule Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies
(Management and Administration) Rules, 2014)

Dear Chairman,

21st Annual General Meeting of the shareholders of
Raj Television Network Limited held on 30th day of September, 2015 at Bharatiya Vidya Bhavan, 18-22,
East Mada Street, Mylapore, Chennai-600 004, at 10.00 A.M.,

Dear Sir,

Enclosed Scrutinizer's report for the E-voting & Poll on the 21st Annual General Meeting of the Company

M/s V. Nagarajan, Practising Company Secretary have been appointed by the Board of Directors of **M/s Raj Television Network Limited**, (The Company) as a Scrutinizer for the purpose of Scrutinizing the E-voting process and Poll taken on the resolution(s) mentioned in the 21st Annual General Meeting of the equity shareholders of the company held on the 30th day of September, 2015 at Bharatiya Vidya Bhavan, 18-22 East Mada Street, Mylapore, Chennai-600 004, at 10.00 A.M.

My responsibility as a Scrutinizer for the e-voting and Poll process is restricted to make Scrutinizer report of the company vote cast "in favour" or "against" and/or "invalid" the resolutions stated above, based on the ballot papers handed over to us by the company in a duly sealed/locked box and the reports generated from the e-voting system provided by M/s Cameo Corporate Services Limited (www.evotingindia.com) the authorized agency to provide the e-voting facilities, engaged by the company and ballot papers handed over to us by the company respectively.

Further to the above, I submit my report as under:

For V. NAGARAJAN & CO
Company Secretaries in Practice

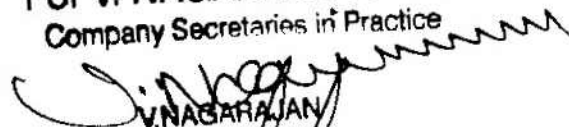
V. NAGARAJAN
PROPRIETOR

PCS 3628 OP 3288

- i) The e-voting period was open from 27th September, 2015 at 9.00 AM to 29th September, 2015 5.00 PM. We further confirm that evoting option/facility was closed after 5.00 PM on 29th September 2015.
- ii) The members of the company as on the "Cut-off date" ie., 23rd day of September, 2015 were entitled to vote on resolutions (Item No. 01 to 10) as set out in the Notice of the 21st AGM of the Company.
- iii) Thereafter the details containing inter-alia, list of Equity shareholders, who "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Cameo Corporate Services Limited. And CDSL Website (<https://www.evotingindia.com>) and based on such reports generated, the results of the e-voting are as under:
- iv) After the time fixed for closing of the poll by the Chairman, 1 (One) ballot boxes were kept for polling were locked in my presence with due identification marks placed by me.
- v) The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agent M/s Cameo Corporate Services Limited, and the authorization/proxies lodged with the company.
- vi) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the e-voting and poll are as follows:

For V. NAGARAJAN & CO
Company Secretaries in Practice


V. NAGARAJAN
PROPRIETOR
FCS 5626 OP 3288

Item No.1

Ordinary Resolution

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

i) Voted in Favour of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
32	36736828	100

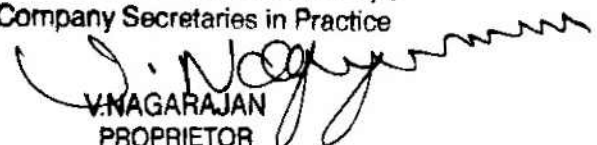
ii) Voted against the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
01	200

For V. NAGARAJAN & CO
Company Secretaries in Practice


V. NAGARAJAN
PROPRIETOR
FCS 5626 OP 3288

Item No.2

Ordinary Resolution

To declare Final Dividend of Rs 0.50 paise per equity shares (10% on the face value of Rs.5) for the year ended 31st March, 2015.

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
32	36736828	100

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
01	200

For V. NAGARAJAN & CO
Company Secretaries in Practice
V. NAGARAJAN
PROPRIETOR
FCS 5626 OP 3288

Item No.3

Ordinary Resolution

To appoint a Director in place of **Mr.M.Raghunathan**, (holding DIN 00662769) , who retires by rotation and being eligible, offers himself for re-appointment.

i) **Voted in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
32	36736828	100

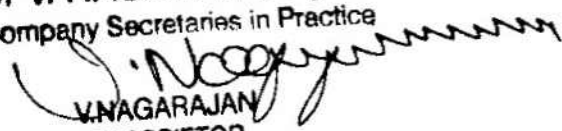
ii) **Voted against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

iii) **Invalid Votes**

Number of members whose votes were declared invalid	Total Number of Votes cast by them
01	200

For V. NAGARAJAN & CO
Company Secretaries in Practice


V. NAGARAJAN
PROPRIETOR
FCS 5626 OP 3288

Item No.4

Ordinary Resolution

To appoint a Director in place of **Mr. M. Rajarathnam** (holding DIN 00839174) who retires by rotation and being eligible offers himself for re-appointment.

i) Voted **in Favour** of the Resolution

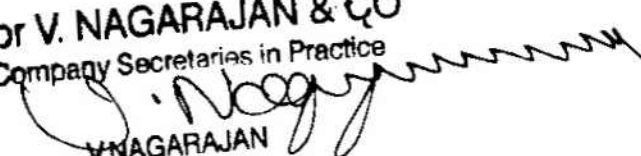
Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
32	36736828	100

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
01	200

For V. NAGARAJAN & CO
Company Secretaries in Practice

V. NAGARAJAN
PROPRIETOR
FCS 5628 OP 3288

Item No.5

Ordinary Resolution

To appoint M/s. Pratapakaran Paul & Co., Chartered Accountants (ICAI Firm Registration No.002777S) as statutory auditors of the Company and fix their remuneration.

RESOLVED THAT M/s. Pratapakaran Paul & Co., Chartered Accountants, Chennai-600 020, 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.

i) Voted in Favour of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
32	36736828	100

ii) Voted against the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
01	200

For V. NAGARAJAN & CO
Company Secretaries in Practice

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V. NAGARAJAN
PROPRIETOR
FCS 5626 OP 3289

Item No.6

Ordinary Resolution

Appointment of Smt. Vijayalakshmi Ravindran (DIN 00716224) as the women director of the company, Pursuant to provisions of section 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013.

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Qualifications 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. Vijayalakshmi Ravindran (DIN:00716224) in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing her candidature for the office of Director of the Company liable to retire by rotation.

i) Voted in Favour of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
32	36736828	100

ii) Voted against the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
01	200

8 For V. NAGARAJAN & CO
Company Secretaries in Practice

V. NAGARAJAN
PROPRIETOR

FCS 5626 OP 3288

Item No.7

Special Resolution

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 2016 to 31st March 2021.

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
37	36736828	100

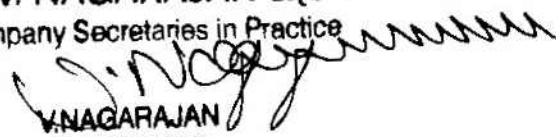
ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
01	200

For V. NAGARAJAN & CO
Company Secretaries in Practice


V. NAGARAJAN
PROPRIETOR
FCS 5626 OP 3288

Item No.8

Special Resolution

Reappointment of Mr.M.Rajaratnam (DIN 00839174) as Whole-time director of the Company for a period of five (5) years commencing from 01st April 2016 to 31st March 2021.

i) Voted in Favour of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
32	36736828	100

ii) Voted against the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
01	200

For V. NAGARAJAN & CO

Company Secretaries in Practice

V.NAGARAJAN
PROPRIETOR

FCS 5626 OP 3288

Item No.9

Special Resolution

Re-appointment of Mr.M.Ravindran (DIN 00662830) as Whole-time director of the Company for a period of five (5) years commencing from 01st April 2016 to 31st March 2021.

i) Voted in Favour of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
32	36736828	100

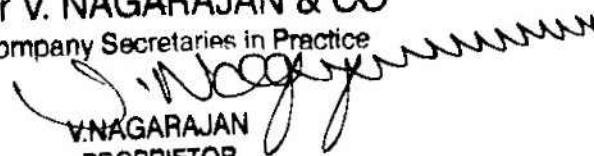
ii) Voted against the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
Nil	NIL	NIL

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
01	200

For V. NAGARAJAN & CO
Company Secretaries in Practice


V. NAGARAJAN
PROPRIETOR
FCS 5626 OP 3286

Item No.10

Special Resolution

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 2016 to 31st March 2021.

i) Voted in **Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
32	36736828	100

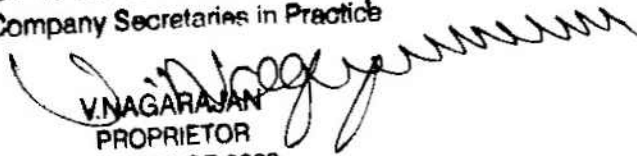
ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
01	200

For V. NAGARAJAN & CO
Company Secretaries in Practice


V. NAGARAJAN
PROPRIETOR
FCS 5626 OP 3288

5. A Compact Disc (CD) containing the details of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe custody.

Thanking you,

Yours faithfully,

For V.Nagarajan & Co.,
Company Secretaries in Practice

V.Nagarajan
Proprietor
FCS 5626
CP 3288

