

RAJ TELEVISION NETWORK LIMITED

32, POES ROAD, SECOND STREET, TEYNAMPET, CHENNAI - 600018

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of M/s Raj Television Network Limited, will be held on Friday, the 14th March 2014, at Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004, at 10.00 A.M., to transact the following businesses:-

Special Business

1. To consider and if thought fit, to pass the following resolution with or without modification as Ordinary Resolution:

SUB-DIVISION/SPLIT IN FACE VALUE OF EQUITY SHARES OF THE COMPANY

Sub-division of Shares of the Company from the face value of Rs. 10 (Rupees Ten) each into two Equity Shares of Rs. 5 (Rupees Five) each.

"Resolved

- a) that in accordance with the provisions of Sections 13, 16 and 94 and other applicable provisions, if any, of the Companies Act, 1956, ("Act") or any amendment or re-enactment thereof and the enabling provisions in that behalf in the Articles of Association of the Company, and subject to such approvals, permissions and sanctions, if any, required from any authority, the existing Equity Shares of the face value of Rs.10/- (Rupees Ten only) each in the Share Capital of the Company be and they are hereby sub-divided such that each Equity Share of the face value of Rs.10/- (Rupees Ten only) is sub-divided into Two (02) Equity Shares of the face value of Rs.5/- (Rupees Five only) each and consequently, the sub-divided Authorised Share Capital of the Company (in respect of Equity Shares) would be Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 3,00,00,000 (Three Crore) Equity Shares of the face value of Rs. 5/- (Rupees Five only) each;
- b) that pursuant to the sub-division of the Equity Shares of the Company, the Issued, Subscribed and Paid up Capital of the Company would be from 1,29,78,336 (One Crore twenty nine lakh seventy eight thousand three hundred and thirty six) Equity Shares of the face value of Rs.10/- (Rupees Ten only) each fully paid up be and they stand sub-divided into 2,59,56,672 (Two Crore fifty nine lakhs fifty six thousand six hundred and seventy two only) Equity Shares of the face value of Rs. 5/- (Rupees Five only) each fully paid up;



- c) that the Share Certificates in relation to such of the issued Equity Shares of the Company as are held by Members in certificate will be treated and stand as cancelled and thereof fresh certificates will be issued for the sub-divided Equity Shares in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 and where Members hold Equity Shares/opt to receive the sub-divided Equity Shares in dematerialised form, the sub-divided Equity Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants;
- d) that this Resolution shall be effective from the date on which the Board fixes the record date for the purpose of splitting the face value of the shares from the current face value of Rs.10/- each to Rs.5/- each;
- e) FURTHER RESOLVED THAT two equity shares of Rs. 5 each on sub-division to be allotted in lieu of the existing one equity share of Rs. 10 each shall be subject to the terms and conditions contained in the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid equity shares of Rs. 10 each of the Company and shall be entitled to participate in full in any dividend(s) declared after the sub-division of shares.
- f) FURTHER RESOLVED THAT no letter of sub-division shall be issued but the share certificates for the sub-divided new equity shares of Rs. 5 each be delivered to the shareholders who hold the existing shares in physical form without calling for surrender of the share certificates held by them and the respective beneficiary accounts be credited with the sub-divided new equity shares of Rs. 5 each for such shareholders who hold the existing shares in dematerialized form.
- g) FURTHER RESOLVED THAT the issue of the new equity shares of Rs. 5 each on sub-division to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.
- h) FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

2. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:-

Increase of the Authorised Share Capital of the company from Rs.15 Crores to Rs.30 crores

RESOLVED THAT pursuant to Section 94 of the Companies Act, 1956, and other applicable provisions of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs. 15,00,00,000/= (Rupees Fifteen Crores only) divided into 3,00,00,000 equity shares of Rs.5/- (Rupees Five) each to Rs.30,00,00,000/= (Rupees Thirty Crores only) divided into 6,00,00,000 (Six Crore) equity shares of Rs.5/- (Rupees Five) each.

RESOLVED FURTHER THAT pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

V. The Authorised Share Capital of the Company is Rs. 30,00,00,000/= (Rupees Thirty Crores only) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs.5/- (Rupees Five) each.

3. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

Issue of Bonus Shares in the Ratio of One Equity Share for every One Equity Share

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 1956, or any amendment or re-enactment thereof, the provisions of the Articles of Association of the Company and recommendation of the Board of Directors, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to the Guidelines issued by the Securities and Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions and sanctions, as may be necessary from appropriate authorities, consent of Members, be and is hereby accorded to the Board of Directors of the Company (“the Board”) for capitalization of sum to the extent of Rs.12,97,83,360/- standing to the credit of the, Securities Premium Account of the Company, for the purpose of issue of Bonus Shares of 2,59,56,672 Equity Shares of Rs.5/- each, credited as fully paid-up Equity Shares to the holders of the Equity Shares of the Company, whose names shall appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants, on the 'Record Date' to be determined by the Board for the purpose, in the proportion of 1 (One) Bonus Equity Share of Rs.5/- each for every 1 (One) fully paid-up Equity Share of Rs.5/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by each such member, and not as income;

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects including dividend with the existing equity shares of the Company;

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares but in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

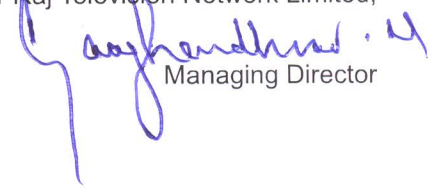
RESOLVED FURTHER THAT no fractional entitlement shall be allotted to the Members and all fractional entitlements remaining after allotment of Bonus Shares as aforesaid shall be consolidated into fully paid up bonus shares, rounded off to the next whole number, and shall be allotted to such person as nominated by the Board as an Independent Trustee for those shareholders who are entitled to fractional entitlements of bonus shares and the said Trustee shall sell the same at the then prevailing market price through the stock exchange and pay to the Company net sale proceeds for distribution to the members in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other foreign investors and / or distribution of net sale proceeds in respect of fractions to which such Members may be entitled shall be subject to the compliance under the applicable regulations under the Foreign Exchange Management Act, 1999, if required;



RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Mr. M. Raajhendran, Managing Director of the Company and/or Mr. Joseph Cheriyan, Company Secretary (Compliance Officer) of the Company be and are hereby jointly/severally authorized to do or cause to do all such acts, deeds, matters as may be necessary in the interest of the Company to give effect to this resolution, including but not limited to signing and execution of necessary forms, paper, writings, agreements and document as may be deemed necessary and expedient in this regard.

By Order of the Board of Directors
For Raj Television Network Limited,


Managing Director

Place: Chennai.

Date: 28/01/2014

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY- EIGHT HOURS (48 HOURS) BEFORE THE SCHEDULED TIME OF THE EXTRA ORDINARY GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED.

2. Relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business as set out above is annexed hereto.

3. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall. Attendance at the meeting will not be allowed without the production of the Attendance Slip duly signed. Members, whose shares are in dematerialized form, are requested to bring their Depository Account Number for Identification.



Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO 1: Sub-division of Shares of the Company from the face value of Rs. 10 (Rupees Ten) each into two Equity Shares of Rs. 5 (Rupees Five) each.

The shareholders to note that the equity shares of your Company are listed on the Stock Exchange, Mumbai (BSE) and National Stock Exchange Limited (NSE). The shares are actively traded on BSE and NSE

The market price of the shares of the Company has witnessed significant spurt over the past few years. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') at their meeting held on 28-01-2014 considered it desirable to sub-divide the nominal value of the equity portion of the authorized share capital of the Company.

The shareholders may please note that presently the nominal value of the equity shares is Rs.10/- each and consequent to the sub-division it is being divided into 02 (Two) equity shares of Rs.5/- each. The date on which this sub-division would become effective, will be decided by the Board after obtaining the shareholders' approval, which will be notified through the Stock Exchange.

Shareholders attention is also invited to the fact that in view of the foregoing, the existing Capital Clause V in the Memorandum of Association of the Company relating to equity shares also need relevant amendment to give effect to the sub-division.

Pursuant to applicable provisions of the Companies Act, 2013, the Directors & Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution to the extent of their shareholding.

ITEM NO.2 Increase of the Authorised Share Capital of the company from Rs.15 Crores to Rs.30 crores

The present Authorised Share Capital of the Company is Rs.15,00,00,000/= divided into 1,50,00,000 equity shares of Rs.10/- (Rupee Ten) each. It is proposed to increase the Authorised Share Capital to Rs.30,00,00,000/= divided into 6,00,00,000 (Six Crore) equity shares of Rs.5/- (Rupees Five) each. The increase in the Authorised Share Capital will enable the Company to issue Bonus Shares in terms of the recommendations of the Board placed at Item No. 3 before this meeting.

Pursuant to applicable provisions of the Companies Act, 2013, the Directors & Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution to the extent of their shareholding.

The Board of Directors commends the resolution for approval of the shareholders.

ITEM NO. 3 Issue of Bonus Shares in the Ratio of One Equity Share for every One Equity Share

The present level of Reserves & Surplus of your Company is nearly 6.8 times of the Paid-up Equity Capital of the Company.

Considering this position of Reserves and Surplus, your Directors propose to issue 01 (one) Bonus Equity Share of Rs.5/- each for every 01 (One) fully-paid up Equity Shares of Rs.5/- (Rupees Five) each held. Such Fully Paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members or in the respective beneficiary account with their respective Depository Participants, on the Record Date to be determined by the Board of Directors of your Company for the purpose of issue of Bonus Shares, in the proportion of one new equity share for every one existing equity share held by them respectively on the Record Date. Any fractional entitlement arising out of the issue and allotment of the Bonus Shares shall be consolidated into fully paid up bonus shares which shall be allotted to such person as nominated by the Board as an Independent Trustee for those shareholders who are entitled to fractional entitlements of bonus shares. If any fractional entitlement arises while allotting the shares to the Trustee, the same shall be rounded off to the next whole number. The said Trustee shall sell the same at the then prevailing market price through the stock exchange and pay to the Company net sale proceeds for distribution to the members in proportion to their fractional entitlements.

The Bonus Shares so allotted shall rank pari passu in all respects including dividend with the existing equity shares of the Company.

In terms of Article of Association of the Company, any capitalization of Reserves will require the approval of shareholders to be obtained by way of an ordinary resolution. Accordingly, the Board recommends the said resolution as set out at Item No.3 for approval of the shareholders.

Pursuant to applicable provisions of the Companies Act, 2013, the Directors & Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution to the extent of their shareholding and entitlement to receive bonus shares in the said proportion of his holdings on the record date.

The Board of Directors commends the resolution for approval of the shareholders.

By Order of the Board of Directors
For Raj Television Network Limited,



[Signature]
Managing Director

Place: Chennai.

Date: 28-01-2014



Raj Television Network Limited
Registered Office: 32, Poes Road, IInd Street, Teynampet, Chennai-600 018

ATTENDANCE SLIP

Please fill this attendance slip and hand it over at the entrance of the meeting hall.
Joint shareholders may obtain additional Attendance Slip at the venue of the Meeting.

Regd.Folio No/DP ID/Client ID.....

No. of Shares held

Name of the share holder/Proxy.....
(In Block Letters)

I, hereby record my presence at the EGM of the Company held on FRIDAY, the 14th March 2014, at 10.00 AM
Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004.

Signature of the shareholder/proxy

Raj Television Network Limited
Registered Office: 32, Poes Road, IInd Street, Teynampet, Chennai-600 018

PROXY FORM

Regd.Folio No/DP ID/Client ID.....

No. of Shares held

I/We -----
of being a member/members of Raj Television Network Limited hereby appoint -----

-----of failing him -----

-----of ----- as my/our proxy to vote for me/us and
on my/our behalf at the EGM of the Company held on FRIDAY, the 14th March 2014 at 10.00 AM Bharatiya
Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004.or at any adjournment there of.

Signed this-----day of ----- 2014

Note: The proxy in order to be effective should be duly stamped, completed and signed and must
be deposited at the Registered office of the Company not less than 48 hours before the time for
holding the aforesaid meeting. The proxy need not be member of the Company.

Affix
1Rupee
revenue
stamp