



The People's Channel

20th February, 2024

To,
The Manager (DSC/Compliance)
BSE Limited
First Floor, New Trading Wing, Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai - 400001
BSE Scrip Code: 532826

To,
The Manager (Listing/ Compliance)
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra Kurla Complex, Bandra (East),
Mumbai – 400051
NSE ID: RAJTV

Dear Sir/ Madam,

Sub: Notice of Postal Ballot

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 110 & 108 of the Companies Act, 2013 read along with Rule 22 and Rule 20 of Companies (Management and Administration) Rules, 2014, we enclose herewith the Notice of Postal Ballot to transact the following special businesses:

1. Appointment of Mrs. Nidavanur Subbarama Naidu Prema (DIN: 10198873) as an Independent Director of the Company.
2. To approve payment of minimum remuneration to Mr. M Raajhendhran (DIN: 00821144), Managing Director for the remaining tenure of his re-appointment till 31st March, 2026.
3. To approve payment of minimum remuneration to Mr. M Rajaratnam (DIN: 00839174), Whole-time Director of the Company for the remaining tenure of his re-appointment till 31st March, 2026.
4. To approve payment of minimum remuneration to Mr. M Ravindran (DIN: 00662830), Whole-time Director of the Company for the remaining tenure of his re-appointment till 31st March, 2026.
5. To approve payment of minimum remuneration to Mr. Kannappa Pillai Mani Rangunathan (DIN: 00662769), Whole-time Director of the Company for the remaining tenure of his re-appointment till 31st March, 2026.

The Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 read with Circular No. No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No 10/2021 dated June 23, 2021, Circular No 20/2021 dated December 8, 2021 and Circular No 3/2022 dated May 5, 2022 and 28th December

Raj Television Network Limited

CIN: L92490TN1994PLC027709

Regd. Off / Head Off: No.32, Poes Road 2nd Street, Teynampet, Chennai- 600018. Tamil Nadu, India.

Tel: 044 -24351307, 24351898, 24352926 Fax: 044-24341260 E-mail: rajtv@rajtvnet.in, Website: www.rajtvnet.in



The People's Channel

2022 ("MCA Circulars") (collectively referred to as "MCA Circulars"), has permitted the Companies to conduct postal ballot by sending e-mails to all its shareholders who have registered their email addresses with the Company or depository / depository participants. Consequently, this notice is being sent only to members whose names appear in the register of members as on 17th February, 2024 ("Cut-off date") and who have registered their e-mail addresses with the Company. Further, the communication of assent / dissent of the members can only take place through the remote e-voting system. This Postal Ballot is hence being conducted in compliance with the MCA Circulars.

The remote e-voting period will commence from Thursday, 22nd February, 2024 (9:00 a.m. IST) and will end on Friday, 22nd March, 2024 (5:00 p.m. IST).

Kindly take the same on record.

Thanking You,

Yours Truly,

For Raj Television Network Limited

Namratha K

Company Secretary and Compliance Officer

Encl: as above

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 & Section 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management & Administration) Rules, 2014]

To,

The Members,

Raj Television Network Limited

NOTICE is hereby given pursuant to Section 110 & 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof for the time being in force and Secretarial Standard -2 (SS-2) and other laws/ regulations, to transact the special businesses only by remote e-voting process (“**e-voting**”) being provided by the Company to all its Members to cast their votes electronically, as set out hereunder by passing Special Resolution through postal ballot.

As permitted by the MCA Circulars, the Company is sending this Postal Ballot Notice along with e-voting instructions (the “**Notice**”) only by way of e-mail to all its Members who have registered their e-mail addresses with the Company or depository (ies)/depository participants and the communication of assent/dissent of the Members on the Resolutions proposed in the Notice will only take place through the remote e-voting system. The statement of material facts pursuant to Section 102 (1) of the Act setting out the material facts concerning the Special Business proposed to be transacted and instructions for e-voting are also annexed to this Notice.

The Board of Directors of the Company have appointed Mr. R R Raja of M/s Raja & Associates (FRN: 594600), Practicing Company Secretaries, Chennai, to act as the scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

Please note that the Members can vote only through the remote e-voting process and accordingly, the Company is providing remote e-voting facility to all its Members whose name appears on register of members as on Saturday the 17th February, 2024 (“**Cut-off Date**”) to cast their votes electronically on all the resolutions set out in this Notice.

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The Remote e-voting period will be open for 30 days from 09.00 A.M. (IST) on Thursday, 22nd February, 2024 till 05.00 P.M. (IST) on Friday, 22nd March, 2024, both days inclusive.

Please read the instructions provided in the Notes to the Notice carefully and cast the votes electronically. The Scrutinizer will submit his report to the Chairman of the Company on or before Tuesday, 26th March, 2024. The results of the postal ballot will be posted on Company's website www.rajtvnet.in and also in the CDSL website <http://www.evotingindia.com> besides being communicated to the Stock Exchanges where the Company's shares are listed viz., BSE Limited (BSE) www.bseindia.com and the National Stock Exchange of India Limited (NSE), www.nseindia.com.

RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT AS SPECIAL RESOLUTION

SPECIAL BUSINESS

Item No. 1:

Appointment of Mrs. Nidavanur Subbarama Naidu Prema (DIN: 10198873) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV of the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mrs. Nidavanur Subbarama Naidu Prema (DIN: 10198873), who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director, by the Board of Directors with effect from 14th February, 2024 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 14th February, 2024.”

“RESOLVED FURTHER THAT Mr. M. Raajhendhran, the Managing Director and Ms. Namratha K, the Company Secretary of the Company be and are hereby jointly or severally authorised to file the necessary forms

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with the Registrar and intimate the Stock Exchanges and to do all such acts, deeds, things which are incidental and ancillary thereto to give effect to this resolution.”

Item No. 2:

To approve payment of minimum remuneration to Mr. M Raajhendhran (DIN: 00821144), Managing Director for the remaining tenure of his re-appointment till 31st March, 2026

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, the consent of the Members of the Company be and is hereby accorded for continuation of payment of remuneration of Rs 120 Lakhs per annum to Mr. M Raajhendhran (DIN: 00821144), Managing Director, even in the case of loss or inadequate profits of the company for the remaining tenure of his re-appointment upto March 31, 2026, on the existing terms and conditions approved by the Shareholders at the 27th Annual General Meeting held on 30th September, 2021.”

“**RESOLVED FURTHER THAT** all the Directors and the Secretary of the Company be and are hereby severally authorized to obtain necessary consent, permission or approval as may be required for the remuneration payable to him on such re-appointment or at any point of time during his tenure, and to do all such acts and deeds, as may be necessary, in order to give effect to the aforesaid resolutions.”

Item No. 3:

To approve payment of minimum remuneration to Mr. M Rajaratnam (DIN: 00839174), Whole-time Director of the Company for the remaining tenure of his re-appointment till 31st March, 2026

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, the consent of the Members of the Company be and is hereby accorded for continuation of payment of remuneration of Rs 120 Lakhs per annum to Mr. M Rajaratnam (DIN: 00839174), Whole-time Director, even in the case of loss or inadequate profits

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of the company for the remaining tenure of his re-appointment upto March 31, 2026, on the existing terms and conditions approved by the Shareholders at the 27th Annual General Meeting held on 30th September, 2021.”

“**RESOLVED FURTHER THAT** all the Directors and the Secretary of the Company be and are hereby severally authorized to obtain necessary consent, permission or approval as may be required for the remuneration payable to him on such re-appointment or at any point of time during his tenure, and to do all such acts and deeds, as may be necessary, in order to give effect to the aforesaid resolutions.”

Item No. 4:

To approve payment of minimum remuneration to Mr. M Ravindran (DIN: 00662830), Whole-time Director of the Company for the remaining tenure of his re-appointment till 31st March, 2026

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, the consent of the Members of the Company be and is hereby accorded for continuation of payment of remuneration of Rs 120 Lakhs per annum to Mr. M Ravindran (DIN: 00662830), Whole-time Director, even in the case of loss or inadequate profits of the company for the remaining tenure of his re-appointment upto March 31, 2026, on the existing terms and conditions approved by the Shareholders at the 27th Annual General Meeting held on 30th September, 2021.”

“**RESOLVED FURTHER THAT** all the Directors and the Secretary of the Company be and are hereby severally authorized to obtain necessary consent, permission or approval as may be required for the remuneration payable to him on such re-appointment or at any point of time during his tenure, and to do all such acts and deeds, as may be necessary, in order to give effect to the aforesaid resolutions.”

Item No. 5:

To approve payment of minimum remuneration to Mr. Kannappa Pillai Mani Ragunathan (DIN: 00662769), Whole-time Director of the Company for the remaining tenure of his re-appointment till 31st March, 2026

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

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“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, the consent of the Members of the Company be and is hereby accorded for continuation of payment of remuneration of Rs 120 Lakhs per annum to Mr. Kannappa Pillai Rangunathan (DIN: 00662769), Whole-time Director even in the case of loss or inadequate profits of the company for the remaining tenure of his re-appointment upto March 31, 2026, on the existing terms and conditions approved by the Shareholders at the 27th Annual General Meeting held on 30th September, 2021.”

“RESOLVED FURTHER THAT all the Directors and the Secretary of the Company be and are hereby severally authorized to obtain necessary consent, permission or approval as may be required for the remuneration payable to him on such re-appointment or at any point of time during his tenure, and to do all such acts and deeds, as may be necessary, in order to give effect to the aforesaid resolutions.”

//By order of the Board//

For Raj Television Network Limited

-sd-

Namratha K

Place: Chennai

Date: 14th February, 2024

Company Secretary

Notes:

IMPORTANT NOTES

1. The Explanatory Statements pursuant to Section 102 read with Section 110 of the Companies Act, 2013 in respect of the Special Business set out in the notice is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on 17th February, 2024 (**“Cut-Off Date”**) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

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3. This Postal Ballot Notice will also be available on the Company's website at www.rajtvnet.in , website of the Stock Exchanges, i.e. BSE Limited (BSE) i.e. www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and disseminated on the website of CDSL (agency for providing the Remote e-Voting facility for Postal Ballot) i.e. www.evotingindia.com.
4. All the documents referred to in this Notice and the Explanatory Statements, shall be available for inspection through electronic mode. Members can send an email to comp_sec@rajtvnet.in requesting for inspection of the documents.
5. As an on-going measure to enhance the ease of doing business for investors in the securities market, SEBI through its Circular dated March 16, 2023 in supersession of its earlier Circulars dated 3rd November, 2021 and 14th December, 2021 provides revised common and simplified norms for processing investor's service request by RTAs and norms for mandatory furnishing of PAN, KYC details and Nomination including the fill able Forms are hosted on the Company's Website www.rajtvnet.in under "Investors Relations".
6. Members who have not registered their e-mail address are requested to register the same (i)with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.rajtvnet.in) duly filled and signed along with requisite supporting documents to M/s. Cameo Corporate Services Limited at "Subramanian Building", No. 1, Club House Road, Chennai 600 002.
7. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., 17th February, 2024. A person who is not a Member on that date should treat this notice for information purpose only.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated September 25, 2023 read with December 28, 2022, May 05, 2022, December 14, 2021, January 13, 2021, May 05, 2020, April 08, 2020 and April 13, 2020, Company shall provide the facility of remote e-voting to its Members in respect of the business to be transacted at the Postal Ballot. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

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9. The remote e-voting period begins on **Thursday, 22nd February, 2024 at 09.00 A.M.** and ends on **Friday, 22nd March, 2024 at 05.00 P.M.** During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Saturday, 17th February, 2024** may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter upon the expiry of the aforesaid period.

10. The Scrutinizer will submit the report to Chairperson of the Company after completion of the scrutiny and the results of the postal ballot will be announced on or before 26th March, 2024 (Tuesday) at the Registered Office of the Company. The date of declaration of the postal ballot result shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.

11. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.rajtvnet.in and on the CDSL website <http://www.evotingindia.com> within two working days of the conclusion of the Postal Ballot Process i.e., on or before 26th March, 2024 (Tuesday) and the same will be communicated to the Stock Exchanges viz., M/s. National Stock Exchange of India Limited ("NSE") at www.nseindia.com and BSE Limited ("BSE") at www.bseindia.com.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

1. The voting period begins on Thursday, February 22, 2024 at 09.00 A.M. and ends on Friday, March 22, 2024 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, February 17, 2024 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all

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shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

3. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

4. Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be |

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| | <p>able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon</p> |

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| | |
|---|--|
| | <p>“Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |
| <p>Individual Shareholders holding securities in demat mode login through their Depository Participants (DP)</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |

5. **Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

6. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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7. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on “Shareholders/Members” module.
- c) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|--|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant i.e., Raj Television Network Limited on which you choose to vote.
- k) 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.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) 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.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

B. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized

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to vote, to the Scrutinizer and to the Company at the email address viz; comp_sec@rajtvnet.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

ANNEXURE TO POSTAL BALLOT NOTICE

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

Statement of material facts pursuant to Section 102 of the Companies Act, 2013 and Additional information on director recommendation for appointment /re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

For Item No. 1:- Appointment of Mrs. Nidavanur Subbarama Naidu Prema (DIN: 10198873) as an Independent Director of the Company

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The Board of Directors of the Company at its Meeting held on 14th February, 2024 appointed Mrs. Nidavanur Subbarama Naidu Prema (DIN: 10198873) as an Additional Director of the Company in the capacity of Non-executive Independent Director to hold office from February 14, 2024.

The proposed Resolution set out at Item No. 1, seeks the approval of members for the appointment of Mrs. Nidavanur Subbarama Naidu Prema (DIN: 10198873) as a Non-executive Independent Director of the Company for a term of five years upto 13th February, 2029 pursuant to Section 149 and other applicable provisions of the Companies Act 2013.

Mrs. Nidavanur Subbarama Naidu Prema (DIN: 10198873) has vast knowledge and rich experience in the field of Management and Finance as she possesses vast experience of working for over thirty years in this field. Considering her positive attributes, knowledge, experience, expertise, the balance of skills and independence, the Board has appointed Mrs. Nidavanur Subbarama Naidu Prema (DIN: 10198873) as she fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for her appointment as an Independent Director of the Company for a period of 5 years with effect from 14th February, 2024.

The Board thinks fit to appoint her as a Director in the capacity of Independent Director and avail her services in the interest of the Company and recommends the Special Resolution for her appointment in accordance with the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mrs. Nidavanur Subbarama Naidu Prema, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No.1 of this notice. The disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed with the Notice.

In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 1 to the shareholders of the Company.

For Item No. 2:- To approve payment of minimum remuneration to Mr. M Raajhendhran, Managing Director for the remaining tenure of his re-appointment till 31st March, 2026

The Board of Directors at its meeting held on 14th February, 2021, appointed Mr. M Raajhendhran as the Managing Director of the Company for a period of 5 years with a remuneration of Rs. 120 Lakhs per annum.

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Subsequently, shareholders at their meeting held on 30th September, 2021 approved his appointment and payment of remuneration of Rs. 120 Lakhs per annum.

The Shareholders also accorded their consent to pay the aforesaid remuneration to Mr. M Raajhendhran, Managing Director even in the case of loss or inadequate profits in any financial year during his tenure of appointment.

As per the provisions of Companies Act, 2013 read with Schedule V, the approval for paying remuneration to Managing Director in the event of inadequate profit or loss is valid for 3 years. The proposal to pay the aforesaid remuneration even in case of loss or inadequate profit to Managing Director for the remaining tenure of his appointment i.e., upto 31st March, 2026 is placed before the Shareholders for their approval.

None of the Directors and / or their relatives has any concern or interest, financially or otherwise, in this item of business, except Mr. M Rajaratnam (Promoter & Family), Mr. M Ravindran (Promoter and Family), Mr. M Ragunathan (Promoter and Family) and Mrs. R Vijayalakshmi (Promoter and Family).

The Board of Directors recommends passing of the special resolution as set out in item no. 2 of the Notice for the approval of the Shareholders.

For Item No. 3:- To approve payment of minimum remuneration to Mr. M Rajaratnam, Whole-time Director for the remaining tenure of his re-appointment till 31st March, 2026

The Board of Directors at its meeting held on 14th February, 2021, appointed Mr. M Rajaratnam as the Whole-time Director of the Company for a period of 5 years with a remuneration of Rs. 120 Lakhs per annum. Subsequently, shareholders at their meeting held on 30th September, 2021 approved his appointment and payment of remuneration of Rs. 120 Lakhs per annum.

The Shareholders also accorded their consent to pay the aforesaid remuneration to Mr. M Rajaratnam, Whole-time Director even in the case of loss or inadequate profits in any financial year during his tenure of appointment.

As per the provisions of Companies Act, 2013 read with Schedule V, the approval for paying remuneration to Whole-time Director in the event of inadequate profit or loss is valid for 3 years. The proposal to pay the aforesaid remuneration even in case of loss or inadequate profit to Mr. M Rajaratnam, Whole-time Director for the remaining tenure of his appointment i.e., upto 31st March, 2026 is placed before the Shareholders for their approval.

None of the Directors and / or their relatives has any concern or interest, financially or otherwise, in this item of business, except Mr. M Raajhendhran (Promoter & Family), Mr. M Ravindran (Promoter and Family), Mr. M Ragunathan (Promoter and Family) and Mrs. R Vijayalakshmi (Promoter and Family).

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The Board of Directors recommends passing of the special resolution as set out in item no. 3 of the Notice for the approval of the Shareholders.

For Item No. 4:- To approve payment of minimum remuneration to Mr. M Ravindran, Whole-time Director for the remaining tenure of his re-appointment till 31st March, 2026

The Board of Directors at its meeting held on 14th February, 2021, appointed Mr. M Ravindran as the Whole-time Director of the Company for a period of 5 years with a remuneration of Rs. 120 Lakhs per annum. Subsequently, shareholders at their meeting held on 30th September, 2021 approved his appointment and payment of remuneration of Rs. 120 Lakhs per annum.

The Shareholders also accorded their consent to pay the aforesaid remuneration to Mr. M Ravindran, Whole-time Director even in the case of loss or inadequate profits in any financial year during his tenure of appointment.

As per the provisions of Companies Act, 2013 read with Schedule V, the approval for paying remuneration to Whole-time Director in the event of inadequate profit or loss is valid for 3 years. The proposal to pay the aforesaid remuneration even in case of loss or inadequate profit to Mr. M Ravindran, Whole-time Director for the remaining tenure of his appointment i.e., upto 31st March, 2026 is placed before the Shareholders for their approval.

None of the Directors and / or their relatives has any concern or interest, financial or otherwise, in this item of business, except Mr. M Raajhendhran (Promoter & Family), Mr. M Rajaratnam (Promoter and Family), Mr. M Rangunathan (Promoter and Family) and Mrs. R Vijayalakshmi (Promoter and Spouse).

The Board of Directors recommends passing of the special resolution as set out in item no. 4 of the Notice for the approval of the Shareholders.

For Item No. 5:- To approve payment of minimum remuneration to Mr. Kannappa Pillai Mani Rangunathan, Whole-time Director for the remaining tenure of his re-appointment till 31st March, 2026

The Board of Directors at its meeting held on 14th February, 2021, appointed Mr. Kannappa Pillai Mani Rangunathan as the Whole-time Director of the Company for a period of 5 years with a remuneration of Rs. 120 Lakhs per annum. Subsequently, shareholders at their meeting held on 30th September, 2021 approved his appointment and payment of remuneration of Rs. 120 Lakhs per annum.

The Shareholders also accorded their consent to pay the aforesaid remuneration to Mr. Kannappa Pillai Mani Rangunathan, Whole-time Director even in the case of loss or inadequate profits in any financial year during his tenure of appointment.

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As per the provisions of Companies Act, 2013 read with Schedule V, the approval for paying remuneration to Whole-time Director in the event of inadequate profit or loss is valid for 3 years. The proposal to pay the aforesaid remuneration even in case of loss or inadequate profit to Mr. Kannappa Pillai Mani Rangunathan, Whole-time Director for the remaining tenure of his appointment i.e., upto 31st March, 2026 is placed before the Shareholders for their approval.

None of the Directors and / or their relatives has any concern or interest, financial or otherwise, in this item of business, except Mr. M Raajhendhran (Promoter & Family), Mr. M Rajaratnam (Promoter and Family), Mr. M Ravindran (Promoter and Family) and Mrs. R Vijayalakshmi (Promoter and Family).

The Board of Directors recommends passing of the special resolution as set out in item no. 5 of the Notice for the approval of the Shareholders.

//By order of the Board//

For Raj Television Network Limited

-Sd-

Namratha K

Place: Chennai

Date: 14th February, 2024

Company Secretary

Information in respect of Item No. 1 in accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS) about the Directors seeking appointment through Postal Ballot is furnished hereunder:

Brief Profile of Mrs. Nidavanur Subbarama Naidu Prema (DIN: 10198873):

Mrs. Nidavanur Subbarama Naidu Prema (DIN: 10198873) is a retired Municipal Commissioner in various districts of Tamil Nadu and has vast knowledge and rich experience in the field of Management and Finance. She possesses rich work experience for over thirty years in this field. She possesses specialisation in leadership & Managerial skills, Planning and Formation, Business Planning & Decision Making.

| Particulars | Item No. 1 |
|--|--------------------------------------|
| Name of the Director | Mrs. NIDAVANUR SUBBARAMA NAIDU PREMA |
| DIN | 10198873 |
| Date of Birth | 21.08.1958 |
| Date of First appointment on the Board | 14.02.2024 |

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| | |
|---|---|
| Qualification | M.A., B.Ed, M.B.A., Advance PG Diploma in Urban Management |
| Nature of expertise in specific functional areas | Mrs. Nidavanur Subbarama Naidu Prema (DIN: 10198873) is a retired Municipal Commissioner in various districts of Tamil Nadu and has vast knowledge and rich experience in the field of Management and Finance. She possesses rich work experience for over thirty years in this field. She possesses specialization in leadership & Managerial skills, Planning and Formation, Business Planning & Decision Making. |
| List of other Listed / Public Companies in which Directorship held | Nil |
| Listed entities from which resigned in the past three years | Nil |
| Chairman / Member of the Committee of the Board of Director of the Company | Nil |
| Chairman / Member of the Committee of the other Listed / Public companies in which he / she is a Director | NA |
| Number of Shares held in the Company (both own or held by / for other persons on a beneficial basis) | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | She is not related to Promoters, Directors and other Key Managerial Personnel of the Company. |
| Remuneration sought to be paid | Entitled to sitting fees for attending the meetings of the Board and / or respective Committee(s) as the Chairperson / Member, as the case may be, as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time |
| Additional information | She is not debarred from holding office by order of SEBI or any authority |

ADDITIONAL INFORMATION FIXING UP MINIMUM REMUNERATION OF THE EXECUTIVE DIRECTORS THROUGH POSTAL BALLOT

STATEMENT PURSUANT TO SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

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| I | | General Information | | | |
|-------------------------------------|--|--|--|--|------------|
| 1. | Nature of Industry | Telecommunication, Broadcasting and Information supply services. | | | |
| 2. | Date or expected date of commencement of commercial production | The Company commenced its operations on 14 th October, 1994. | | | |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not applicable | | | |
| 4. | Financial performance based on given indicators | (₹ in Lakhs) | | | |
| | | Particulars | FY 2022-23 | FY 2021-22 | FY 2020-21 |
| | | Total Income | 8544.87 | 6963.58 | 7854.94 |
| | | Profit before Tax | 165.14 | 133.84 | 35.80 |
| | | Profit after Tax | 112.55 | 108.63 | 13.19 |
| | | Net Worth | 9952.94 | 9840.38 | 9731.75 |
| | | Dividend | - | - | - |
| 5. | Foreign investments or collaborations, if any | The Company has no foreign investments or collaborations. | | | |
| II | | INFORMATION ABOUT THE APPOINTEE | | | |
| Background Details: | | | | | |
| Mr. M Raajhendhran | | Mr. M Rajaratnam | | Mr. M Ravindran | |
| Mr. Kannappa Pillai Mani Ragunathan | | | | | |
| 6. | He has been the Chairman and Managing Director of the company since inception and adopts hands on style of management. With a modest beginning in the family business of a video publishing house and selling consumer electronics items and | 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 three decades, built and nurtured an extensive network of both domestic and | He has been a Whole Time Director of the company since the date of incorporation. He has, over a period of three decades, built and nurtured an extensive technical and administrative setup in the company. He oversees the Technical | He has been in the business for three decades now, particularly in the fields of Media sales and Marketing. He oversees the sales and marketing operations of the company on various aspects. Mr. M Ragunathan, with | |

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| | | | | |
|----|---|---|--|---|
| | 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. | overseas clients. He is actively involved in content acquisition for the Company's Channel and distributing the channels in various territories. | and administrative operations of the company on various aspects. Mr. M Ravindran, is equipped with technical expertise in the entertainment field, he looks after the technical aspects of the Company's operation. | strong client network and strategic plans, has developed business relationship with large number of corporate Houses and advertising clients across India and overseas. |
| 7. | Past Remuneration: | | | |
| | Mr. M Raajhendhran | Mr. M Rajaratnam | Mr. M Ravindran | Mr. Kannappa Pillai Mani Raguathan |
| | Rs. 1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum. | Rs. 1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum. | Rs. 1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum. | Rs. 1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum. |
| 8. | Recognition of awards | | | |
| | Mr. M Raajhendhran | Mr. M Rajaratnam | Mr. M Ravindran | Mr. Kannappa Pillai Mani Raguathan |
| | Nil | Nil | Nil | Nil |
| 9. | Job profile and his suitability | | | |
| | Mr. M Raajhendhran | Mr. M Rajaratnam | Mr. M Ravindran | Mr. Kannappa Pillai Mani Raguathan |
| | Subject to the superintendence, direction and control of the Board, strategic management and financial control of the Company is vested on the Managing Director. Mr. M. Raajhendran, Managing Director of the company is instrumental to the strategic decision and guidance to the entire team of Raj TV Team and has been responsible for monitoring the performance of the company on regular basis. With his strong business acumen, he has been a | 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. Rajaratnam, 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. M. Ravindran oversees the Technical and administrative operations of the company on various aspects. He is equipped with technical expertise in the | 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. Raguathan, with strong client network and strategic plans, has developed business relationship with large number of corporate Houses and advertising clients across. |

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| | | | | |
|-----|---|---|---|---|
| | major force behind the success of all channels | | entertainment field. | |
| 10. | Remuneration proposed | | | |
| | Mr. M Raajhendhran | Mr. M Rajaratnam | Mr. M Ravindran | Mr. Kannappa Pillai Mani Raganathan |
| | <p>Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum, along with one month's salary as performance incentive – with effect from 01st day of April, 2024, with a provision for increase in salary of not exceeding 12% per annum over the previous year.</p> <p>He will also be eligible for:</p> <p>a. Company maintained car with driver for official purposes which shall be borne by the Company. Use of Company car for private purposes shall be dealt with the Company as per the applicable provisions under the Income Tax Rules, 1962.</p> <p>b. Company owned IT and communication equipments including maintenance and subscription thereof, shall be borne by the Company.</p> | <p>Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum, along with one month's salary as performance incentive – with effect from 01st day of April, 2024, with a provision for increase in salary of not exceeding 12% per annum over the previous year.</p> <p>He will also be eligible for:</p> <p>a. Company maintained car with driver for official purposes which shall be borne by the Company. Use of Company car for private purposes shall be dealt with the Company as per the applicable provisions under the Income Tax Rules, 1962.</p> <p>b. Company owned IT and communication equipments including maintenance and subscription thereof, shall be borne by the Company.</p> | <p>Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum, along with one month's salary as performance incentive – with effect from 01st day of April, 2024, with a provision for increase in salary of not exceeding 12% per annum over the previous year.</p> <p>He will also be eligible for:</p> <p>a. Company maintained car with driver for official purposes which shall be borne by the Company. Use of Company car for private purposes shall be dealt with the Company as per the applicable provisions under the Income Tax Rules, 1962.</p> <p>b. Company owned IT and communication equipments including maintenance and subscription thereof, shall be borne by the Company.</p> | <p>Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty Lakhs) per annum, along with one month's salary as performance incentive – with effect from 01st day of April, 2024, with a provision for increase in salary of not exceeding 12% per annum over the previous year.</p> <p>He will also be eligible for:</p> <p>a. Company maintained car with driver for official purposes which shall be borne by the Company. Use of Company car for private purposes shall be dealt with the Company as per the applicable provisions under the Income Tax Rules, 1962.</p> <p>b. Company owned IT and communication equipments including maintenance and subscription thereof, shall be borne by the Company.</p> |
| 11. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of origin) | | | |

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| | | | | |
|------------|---|---|---|--|
| | Mr. M Raajhendhran | Mr. M Rajaratnam | Mr. M Ravindran | Mr. Kannappa Pillai Mani Ragunathan |
| | The remuneration proposed is comparable with the remuneration being offered to the similar position in the telecommunication industry. It is also in line with the Company's remuneration policy the profile of the position and the person. | The remuneration proposed is comparable with the remuneration being offered to the similar position in the telecommunication industry. It is also in line with the Company's remuneration policy the profile of the position and the person. | The remuneration proposed is comparable with the remuneration being offered to the similar position in the telecommunication industry. It is also in line with the Company's remuneration policy the profile of the position and the person. | The remuneration proposed is comparable with the remuneration being offered to the similar position in the telecommunication industry. It is also in line with the Company's remuneration policy the profile of the position and the person. |
| | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | | | |
| | Mr. M Raajhendhran | Mr. M Rajaratnam | Mr. M Ravindran | Mr. Kannappa Pillai Mani Ragunathan |
| 12. | He is a Promoter and is a relative of Mr. M Rajaratnam, Mr. M Ravindran and Mr. Kannappa Pillai Mani Ragunathan, Whole-time Directors of the Company and Mrs. R Vijayalakshmi, the Non-executive Non-independent Director. He holds 58,63,808 Equity Shares in the Company. | He is a Promoter and is a relative of Mr. M Raajhendhran, Managing Director and Mr. M Ravindran and Mr. Kannappa Pillai Mani Ragunathan, Whole-time Directors of the Company and Mrs. R Vijayalakshmi, the Non-executive Non-independent Director. He holds 58,63,808 Equity Shares in the Company. | He is a Promoter and is a relative of Mr. M Raajhendhran, Managing Director and Mr. M Rajaratnam and Mr. Kannappa Pillai Mani Ragunathan, Whole-time Directors of the Company and is spouse of Mrs. R Vijayalakshmi, the Non-executive Non-independent Director. He holds 58,56,000 Equity Shares in the Company. | He is a Promoter and is a relative of Mr. M Raajhendhran, Managing Director and Mr. M Rajaratnam and Mr. Ravindran, Whole-time Directors of the Company and Mrs. R Vijayalakshmi, the Non-executive Non-independent Director. He holds 57,62,999 Equity Shares in the Company. |
| III | Other information | | | |
| | Reasons of loss or inadequate profits | | | |
| 13. | Mr. M Raajhendhran | Mr. M Rajaratnam | Mr. M Ravindran | Mr. Kannappa Pillai Mani Ragunathan |
| | Pursuant to the proviso to the sub-section (1) of Section 197 and the | Pursuant to the proviso to the sub-section (1) of Section 197 and the | Pursuant to the proviso to the sub-section (1) of Section 197 and the | Pursuant to the proviso to the sub-section (1) of Section 197 and the |

Raj Television Network Limited

CIN: L92490TN1994PLC027709

Regd. Off / Head Off: No.32, Poes Road 2nd Street, Teynampet, Chennai- 600018. Tamil Nadu, India.

Tel: 044 -24351307, 24351898, 24352926 Fax: 044-24341260 E-mail: rajtv@rajtvnet.in, Website: www.rajtvnet.in

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|-----|---|---|--|--|
| | provisions of Schedule V to the Companies Act, 2013 and as a matter of abundant precaution, the Company proposes the remuneration as minimum remuneration in case of loss or inadequacy of the profit as the profitability of the Company may be adversely impacted in future due to business environment during the proposed period for which remuneration is payable to Mr. M Raajhendhran, Managing Director i.e. till 31st March, 2026. | provisions of Schedule V to the Companies Act, 2013 and as a matter of abundant precaution, the Company proposes the remuneration as minimum remuneration in case of loss or inadequacy of the profit as the profitability of the Company may be adversely impacted in future due to business environment during the proposed period for which remuneration is payable to Mr. M Rajaratnam, Whole-time Director i.e. till 31st March, 2026. | provisions of Schedule V to the Companies Act, 2013 and as a matter of abundant precaution, the Company proposes the remuneration as minimum remuneration in case of loss or inadequacy of the profit as the profitability of the Company may be adversely impacted in future due to business environment during the proposed period for which remuneration is payable to Mr. M Ravindran, Whole-time Director i.e. till 31st March, 2026. | provisions of Schedule V to the Companies Act, 2013 and as a matter of abundant precaution, the Company proposes the remuneration as minimum remuneration in case of loss or inadequacy of the profit as the profitability of the Company may be adversely impacted in future due to business environment during the proposed period for which remuneration is payable to Mr. Kannappa Pillai Mani Ragunathan, Whole-time Director i.e. till 31st March, 2026. |
| | Steps taken or proposed to be taken for improvement | | | |
| | Mr. M Raajhendhran | Mr. M Rajaratnam | Mr. M Ravindran | Mr. Kannappa Pillai Mani Ragunathan |
| 14. | Company is continuously taking steps to improve the profitability by Diversifying the area of operation outside the state and improve the content, viewer ship and revenue. | Company is continuously taking steps to improve the profitability by Diversifying the area of operation outside the state and improve the content, viewer ship and revenue. | Company is continuously taking steps to improve the profitability by Diversifying the area of operation outside the state and improve the content, viewer ship and revenue. | Company is continuously taking steps to improve the profitability by Diversifying the area of operation outside the state and improve the content, viewer ship and revenue. |
| | Expected increase in productivity and profits in measurable terms | | | |
| | Mr. M Raajhendhran | Mr. M Rajaratnam | Mr. M Ravindran | Mr. Kannappa Pillai Mani Ragunathan |
| 15. | The Company expects to maintain its present growth and increase the growth by 25% for the FY 2024-25. | The Company expects to maintain its present growth and increase the growth by 25% for the FY 2024-25. | The Company expects to maintain its present growth and increase the growth by 25% for the FY 2024-25. | The Company expects to maintain its present growth and increase the growth by 25% for the FY 2024-25. |

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The People's Channel

None of the Directors or KMP's and / or their relatives has any concern or interest, financial or otherwise, in this proposed item of business, except Mr. M Raajhendhran (Promoter), Mr. M Rajaratnam (Promoter), Mr. M Ravindran (Promoter), Mr. Kannappa Pillai Mani Ragunathan (Promoter) and Mrs. R Vijayalakshmi (Promoter).

//By order of the Board//

For Raj Television Network Limited

-sd-

Namratha K

Place: Chennai

Date: 14th February, 2024

Company Secretary

Raj Television Network Limited

CIN: L92490TN1994PLC027709

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