

RAJ TELEVISION NETWORK LIMITED

CIN: L92490TN1994PLC027709

Regd. Office:

32, Poes Road, 2nd Street,

Teynampet, Chennai - 600 018.

Phone: 044 24334149, 24334150,

24334151, 24351898, 24352926.

Fax: 91-44-24341260

Email: administrator@rajtvnet.in

Website: www.rajtvnet.in, www.rajtv.tv

PROCEEDINGS OF THE **TWENTYFIFTH (25th) ANNUAL GENERAL MEETING** OF THE SHAREHOLDERS OF M/s RAJ TELEVISION NETWORK LIMITED , HELD ON FRIDAY , THE 27th SEPTEMBER , 2019 AT 10.00 AM , AT BHARATIYA VIDYA BHAVAN, 18-22, EAST MADA STREET, MYLAPORE, CHENNAI-600004.

No. of Members present in person : 1751

No. of Members Present by Proxy : 8

Directors Present:

Shri M Raajhendhran	: Managing Director
Shri M Rajarathinam	: Director
Shri M Ravindran	: Director
Shri M Raghunathan	: Director
Shri. A. Arjuna Pai	: Director – Chairman Audit Committee
Shri. R.Rajagopalan	: Director–Chairman Remuneration Committee
Smt. Vijayalakshmi R	: Director

In attendance:

Shri. Joseph Cheriyan	: Company Secretary
Shri. Jeyaseelan	: Chief Financial Officer

On invitation:

Shri. N Ramalingam	: Statutory Auditor
--------------------	---------------------

Chairman

The Chairman and Managing Director, Shri. Raajhendhran , took the chair.

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

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.

1

Raj Television Network Limited

CIN L92490TN1994PLC027709

Regd. Off / Head Off : No.32, Poes Road 2nd Street, Teynampet, Chennai - 600 018 Tamil Nadu, India

Tel: 044 2435 1307 2435 1898 2435 2926 Fax: 044 2434 1260 E-mail : rajtv@rajtvnet.in Website : www.rajtvnet.in

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 31-03-2019 and during the first quarter of the current year, payment of dividend for the financial year 2018-19 and various expansion plans.

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 24th September 2019 (9.00 AM) to 26th September 2019 (5.00 PM).

Chairman informed that Mr. 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 31-03-2019 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 24th September 2019 to 26th September 2019 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 10.15 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 25th Annual General Meeting of the company.

On the same day, 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:



3

Raj Television Network Limited

CIN : L92490TN1994PLC027709

Regd. Off / Head Off : No.32, Poes Road 2nd Street, Teynampet, Chennai - 600 018 Tamil Nadu, India

Tel: 044 2435 1307 2435 1898 2435 2926 **Fax:** 044 2434 1260 **E-mail :** rajtv@rajtvnet.in **Website :** www.rajtvnet.in

Ordinary Business

Item No. 1 – Adoption of Annual accounts for the year ended 31-03-2019

RESOLVED THAT the Audited Balance Sheet as at 31st March, 2019 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 Favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter/Pro moter Group	36996024	36996019	100	36996019	0	100	0
Public Others	14917320	287287	1.93	287287	0	100	0

Result: the ordinary resolution was passed as the requisite majority of votes were cast/pollled in favour 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 0.10 paise per equity share of Rupees 5 paid-up for the year ended 31st March, 2019.

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/Pro moter Group	36996024	36996019	100	36996019	0	100	0
Public Others	14917320	287287	1.93	287287	0	100	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), who retires by rotation and being eligible, offers himself for re-appointment

RESOLVED THAT to re-appoint Shri M. Raghunathan, (Holding DIN: 00662769), who retires by rotation and being eligible offers himself for re-appointment, as an independent director 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	36996024	36996019	100	36996019	0	100	0
Public – Others	14917320	287287	1.93	287127	160	99.94	0.06

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



Item No. 4- Ratification of the appointment of Auditors

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, the rules made thereunder, the resolution earlier passed by the members of the Company in their meeting held on 30-9-2017, appointing **M/s N. Naresh & Co., Chartered Accountants**, (Firm Registration No. 011293S), as Statutory Auditors of the Company for a term five years and to hold office till conclusion of the Annual General Meeting to be held in the year 2022, subject to Annual rectification, be and is hereby ratified to the extent it is required / applicable under the provisions of the Companies Act 2013”.

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/Pro moter Group	36996024	36996019	100	36996019	0	100	0
Public Others	14917320	287287	1.93	287287	0	100	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. 5 Appointment of Shri A. Kaliyamurthy,(holding DIN 0008264539) as an Independent Director of the company:

Resolved that pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions , if any , of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 and further amendments thereto from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), relevant applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations , 2015 , Shri A. Kaliyamurthy, (holding DIN 0008264539) who has been appointed by the Board of Directors of the company as an Independent Director of the company and was appointed as an Additional Director of the Company by the board of Directors with effect from the conclusion of this annual general meeting till the date of annual general meeting to be held for the Financial year 2023-2024 (YE 31st March 2024) ,and who holds the said office pursuant to the provision of Section 161 of the Companies Act 2013 up to the date of this Annual General meeting or the last date on which the Annual General meeting for the financial year 2018-19 should have been held, whichever earlier and who is eligible for appointment under the relevant provisions of the Companies Act 2013 and in respect of whom the Company has received a notice in writing from a Member signifying his intention to propose him as a candidate for the office of the

5

Raj Television Network Limited

CIN L92490TN1994PLC027709

Regd. Off / Head Off : No.32, Poes Road 2nd Street, Teynampet, Chennai - 600 018 Tamil Nadu, India

Tel: 044 2435 1307 2435 1898 2435 2926 Fax: 044 2434 1260 E-mail : rajtv@rajtvnet.in Website : www.rajtvnet.in



Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five years with effect from the conclusion of this annual general meeting till the date of annual general meeting to be held for the Financial year 2023-2024 (YE 31st March 2024)."

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	36996024	36996019	100	36996019	0	100	0
Public – Others	14917320	287287	1.93	287127	160	99.94	0.06

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

Item No. 6– Appointment of Shri. S. VENKATESWARAN, (Din:06988766) as an Independent Director of the company:

"Resolved that pursuant to Sections 149, 152 and other applicable provisions of Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act **S. VENKATESWARAN,(Din:06988766)** in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five years with effect from the conclusion of this annual general meeting till the date of annual general meeting to be held for the Financial year 2023-2024 (YE 31st March 2024)."

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	36996024	36996019	100	36996019	0	100	0
Public – Others	14917320	287287	1.93	287127	160	99.94	0.06

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



Item No. 7- Appointment of Shri Mohan Kaameswaran (holding DIN 00562832) as an Independent Director

SPECIAL RESOLUTION

“Resolved that pursuant to Sections 149, 152 and other applicable provisions of Companies Act, 2013 (‘Act’) and the rules made thereunder read with Schedule IV of the Act, **Shri. Mohan Kaameswaran**, (holding DIN 00562832) who holds the office of the Independent Directorship of the company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five years with effect from the conclusion of this annual general meeting till the date of annual general meeting to be held for the Financial year 2023-2024 (YE 31st March 2024).”

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	36996024	36996019	100	36996019	0	100	0
Public – Others	14917320	287287	1.93	287127	160	99.94	0.06

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

Item No. 8- Confirmation of the variation of the terms and conditions of remuneration being paid/payable to Shri M. Raajhendran, Managing Director (holding DIN 00821144) of the company as enumerated in the notice for the period from 1st April, 2019 to March, 31, 2021

“Resolved that pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded for varying the terms and conditions of remuneration being paid/payable to Shri M. Raajhendran, Managing Director (holding DIN 00821144), of the company as enumerated here in below for the period from **April, 2019 to March, 31, 2021**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of

7

Raj Television Network Limited

CIN L92490TN1994PLC027709

Regd. Off / Head Off : No.32, Poes Road 2nd Street, Teynampet, Chennai - 600 018 Tamil Nadu, India

Tel: 044 2435 1307 2435 1898 2435 2926 Fax: 044 2434 1260 E-mail : rajtv@rajtvnet.in Website : www.rajtvnet.in



the remuneration to being paid/payable to Shri. M. Raajhendhran, Chairman & Managing Director (holding DIN 00821144) , of the company as enumerated here in below for the remaining period of two years viz., from April 1, 2019 to March, 31, 2021:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April, 2019, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company.

Resolved further that the aggregate of the remuneration payable to whole time director / MD as detailed in above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013 .

Resolved further that the above said remuneration and perquisites shall be fixed for a period of two years, considering his tenure of original appointment, as permitted by Schedule V of the Companies Act, 2013 and shall be revised by the Board of Directors within the limits as mentioned in Part II of Schedule V of the Companies Act, 2013.

Resolved further that notwithstanding anything contained herein above, where, in any financial year during the tenure of his reappointment, the Company has no profits or its profits are inadequate, the remuneration payable to Managing Director shall be governed by and be subject to the ceilings provided under Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

Resolved further that save and except as aforesaid, the Special Resolution approved and passed by the Members at their Twenty First Annual General Meeting of the Company held on Wednesday , 30th September, 2015, approved the re-appointment Shri M. Raajhendhran, Chairman & Managing Director shall continue to remain in full force and effect; and

Resolved further that the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Shri M. Raajhendhran, Chairman & Managing Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution."



8

Raj Television Network Limited

CIN L92490TN1994PLC027709

Regd. Off / Head Off : No.32, Poes Road 2nd Street, Teynampet, Chennai - 600 018 Tamil Nadu, India

Tel: 044 2435 1307 2435 1898 2435 2926 Fax: 044 2434 1260 E-mail : rajtv@rajtvnet.in Website : www.rajtvnet.in

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	36996024	36996019	100	36996019	0	100	0
Public – Others	14917320	287287	1.93	287127	160	99.94	0.06

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

Item No. 9 - Confirmation of the variation of the terms and conditions of remuneration being paid/payable to M. Rajarathinam , Whole-time Director , (holding DIN 00839174) of the company as enumerated in the notice for the period from 01-04-2019 to 31-03-2021.

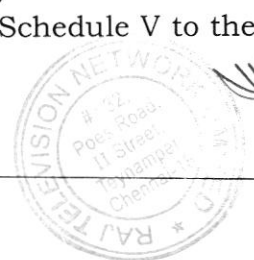
RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to being paid/payable to Shri. M. Rajarathinam , Whole-time Director (DIN: 00839174) , of the company as enumerated here in below for the remaining period of two years viz., from April 1, 2019 to March, 31, 2021:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April 2019, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company.

Resolved further that the aggregate of the remuneration payable to whole time director / MD as detailed in above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013 .

Resolved further that the above said remuneration and perquisites shall be fixed for a period of two years, considering his tenure of original appointment, as permitted by Schedule V of the Companies Act, 2013 and shall be revised by the Board of Directors within the limits as mentioned in Part II of Schedule V of the Companies Act, 2013.

Resolved further that notwithstanding anything contained herein above, where, in any financial year during the tenure of his reappointment, the Company has no profits or its profits are inadequate, the remuneration payable to Managing Director shall be governed by and be subject to the ceilings provided under Part II of Schedule V to the



Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

Resolved further that save and except as aforesaid, the Special Resolution approved and passed by the Members at their Twenty First Annual General Meeting of the Company held on Wednesday , 30th September, 2015, approved the re-appointment Shri. M. Rajarathinam , Whole-time Director shall continue to remain in full force and effect;

Resolved further that the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Shri. M. Rajarathinam , Whole-time Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid 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	36996024	36996019	100	36996019	0	100	0
Public – Others	14917320	287287	1.93	287127	160	99.94	0.06

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

Item No. 10 - Confirmation of the variation of the terms and conditions of remuneration being paid/payable to Shri M. Ravindran- Whole-time Director, (holding DIN 00662830) of the company as enumerated in the notice for the period from 01-04-2019-31.03.2021

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197 ,198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to being paid/payable to Shri M. Ravindran- Whole-time Director, (holding DIN 00662830) , of the company as enumerated here in below for the remaining period of two years viz., from April 1, 2019 to March, 31, 2021:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April 2019, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company.

Resolved further that the aggregate of the remuneration payable to whole time director / MD as detailed in above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013 .

Resolved further that the above said remuneration and perquisites shall be fixed for a period of two years, considering his tenure of original appointment, as permitted by Schedule V of the Companies Act, 2013 and shall be revised by the Board of Directors within the limits as mentioned in Part II of Schedule V of the Companies Act, 2013.

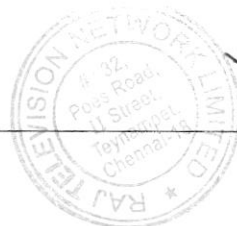
Resolved further that notwithstanding anything contained herein above, where, in any financial year during the tenure of his reappointment, the Company has no profits or its profits are inadequate, the remuneration payable to Managing Director shall be governed by and be subject to the ceilings provided under Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

Resolved further that save and except as aforesaid, the Special Resolution approved and passed by the Members at their Twenty First Annual General Meeting of the Company held on Wednesday , 30th September, 2015, approved the re-appointment Shri M. Ravindran- Whole-time Director shall continue to remain in full force and effect; and

Resolved further that the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Shri M. Ravindran- Whole-time Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid 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	36996024	36996019	100	36996019	0	100	0
Public – Others	14917320	287287	1.93	287127	160	99.94	0.06

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



Item No. 11 - Confirmation of the variation of the terms and conditions of remuneration being paid/payable to Shri M. Ragunathan- Whole-time Director , (holding DIN 00662769) of the company as enumerated in the notice for the period from 01-04-2019 to 31-03-21

RESOLVED THAT pursuant to the provisions of Sections 196, 197 ,198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to being paid/payable to Shri M. Ragunathan- Whole-time Director , (holding DIN 00662769) , of the company as enumerated here in below for the remaining period of two years viz., from April 1, 2019 to March, 31, 2021:

Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April 2019, with a provision for increase in salary of not exceeding 12% per annum over the previous year. The exact percentage of increment to be given in each year shall be decided by the Board based on the performance of the Company.

Resolved further that the aggregate of the remuneration payable to whole time director / MD as detailed in above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013 .

Resolved further that the above said remuneration and perquisites shall be fixed for a period of two years, considering his tenure of original appointment, as permitted by Schedule V of the Companies Act, 2013 and shall be revised by the Board of Directors within the limits as mentioned in Part II of Schedule V of the Companies Act, 2013.

Resolved further that notwithstanding anything contained herein above, where, in any financial year during the tenure of his reappointment, the Company has no profits or its profits are inadequate, the remuneration payable to Managing Director shall be governed by and be subject to the ceilings provided under Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

Resolved further that save and except as aforesaid, the Special Resolution approved and passed by the Members at their Twenty First Annual General Meeting of the Company held on Wednesday, 30th September, 2015, approved the re-appointment Shri. M. Ragunathan- Whole-time Director, (holding DIN 00662769) shall continue to remain in full force and effect; and

Resolved further that the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Shri M. Ragunathan- Whole-time Director , (holding DIN 00662769) within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid 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	36996024	36996019	100	36996019	0	100	0
Public – Others	14917320	287287	1.93	287127	160	99.94	0.06

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

Item No. 12 - Approval of the Ratification of Remuneration of Cost Auditor:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the company hereby approves and ratifies the remuneration of Rs. 75000/- (Rupees Seventy Five Thousand Only) per year plus applicable taxes and out of pocket expenses payable to M/s. S. Subhashini, Cost Accountant, having Firm Registration Number:100482 and membership, number 22904, and having office at New no.5, First Floor, Alwarpet Street, Alwarpet, Chennai -18, for conducting the audit of cost records of the company for the financial years ending March 31, 2019 and March 31, 2020, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”

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	36996024	36996019	100	36996019	0	100	0
Public – Others	14917320	287287	1.93	287087	200	99.93	0.07

Result: The **Ordinary 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 12 of the 25th Annual General Meeting stood deemed to be passed on 27th September 2019 being the date of relevant annual general meeting of the members. The Chairman declared the meeting as closed at 10:30 a.m. subject to completion of the procedures connected with the voting by ballot and declaration of the result.

 Chairman

Chennai
28.09.2019



For RAJ TELEVISION NETWORK LIMITED


COMPANY SECRETARY
CS JOSEPH CHERIYAN FCS
MEMBERSHIP NO. 9888