

7th September 2016/RAJTV/Chennai/CS

The Assistant Vice President,
Listing Department
National Stock Exchange of India limited,
Exchange Plaza, 5th Floor,
Plot No C/1, G Block,
Bandra Kurla Complex, (Bandra East),
Mumbai- 400 051,

Dear Sir,

Sub: Intimation of 22nd Annual General Meeting and copy of the Annual report for the FY 2015-16
Refer: Company name-Raj Television Network Limited- Scrip: RAJTV EQ.

This is to inform you that the **Twenty Second Annual General Meeting** of the Company will be held on Friday, 30th September, 2016 at Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004, at 10.00 A.M. A copy of the Annual Report and Notice for the financial year 2015-16 is attached herewith for your information and record. Kindly acknowledge the receipt.

Thanking you,
Yours faithfully,

For Raj Television Network Limited,



(Joseph Cheriyan)
Company Secretary & Compliance officer
ACS: 26524

Enc: As above



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, 2433 4149 / 50 Fax : 91-44-2434 1260 E-mail : rajtv@rajtvnet.in, Website : www.rajtvnet.in



2015-2016

22nd ANNUAL REPORT



RAJ TELEVISION NETWORK LTD.,
32, Poes Road, 2nd Street, Teynampet, Chennai - 600 018.
Tel : 044 - 24351898 / 2926 Fax : 91-44-24341260 Web : www.rajtvnet.in

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FORWARD LOOKING STATEMENT

In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make contain forward looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward looking statement, whether as a result of new information, future events or otherwise.

ABOUT US



Raj Television Network Ltd., incorporated on June 3, 1994 to provide wholesome entertainment for the entire family and it is a leading south Indian broadcaster with presence in Tamil, Kannada, Telugu, Hindi and Malayalam entertainment media.

Vision:

To become Global leader in providing mass entertainment in multifarious digital and television media.

Mission:

To be peoples Channel and to reach every households to provide wholesome Entertainment.

Business Activities:

Broadcasting Entertainment Channels. The channel content Include Movies, Comedy Shows, Game shows, Music shows, News time, etc. Export of content in foreign market and Web casting movie content over the Internet, IP TV, OTT Technologies and various mediums of Infotainment. A lot of effort is being taken to ensure that the programming mix appeals to people of all ages, of all background making it truly a PEOPLE'S CHANNEL.

BOARD OF DIRECTORS

MR. M. RAAJHENDHRAN	CHAIRMAN AND MANAGING DIRECTOR
MR. M. RAJARATHNAM	DIRECTOR- DISTRIBUTION
MR. M. RAVINDRAN	DIRECTOR- OPERATIONS
MR. M. RAGHUNATHAN	DIRECTOR-MARKETING
MR. D. R. KAARTHIKEYAN	INDEPENDENT DIRECTOR
MR. R. RAJAGOPALAN	INDEPENDENT DIRECTOR
MR. A. ARJUNA PAI	INDEPENDENT DIRECTOR
MR. MOHAN KAMESWARAN	INDEPENDENT DIRECTOR
MRS. R. VIJAYALAKSHMI	WOMAN DIRECTOR

CHIEF FINANCIAL OFFICER

MR. S. JEYASEELAN.

COMPANY SECRETARY & COMPLIANCE OFFICER

MR. JOSEPH CHERIYAN: (ACS)

AUDIT COMMITTEE

MR. A. ARJUNA PAI (CHAIRMAN)

MR. R. RAJAGOPALAN

MR. M. RAVINDRAN

NOMINATION AND REMUNERATION COMMITTEE

MR. R. RAJAGOPALAN (CHAIRMAN)

MR. D. R. KAARTHIKEYAN

MR. A. ARJUNA PAI

SHAREHOLDERS & INVESTORS RELATIONSHIP COMMITTEE

MR. D. R. KAARTHIKEYAN (CHAIRMAN)

MR. M. RAJENDRAN,

MR. M. RAVINDRAN

CSR COMMITTEE

MR. D. R. KAARTHIKEYAN (CHAIRMAN)

MR. R. RAJAGOPALAN

MR. M. RAGHUNATHAN

STATUTORY AUDITORS

M/S PRATAPKARAN PAUL & CO,
CHARTERED ACCOUNTANTS
B-8, GEMS COURT, NO.25/14,
KHADER NAWAZ KHAN ROAD,
NUNGAMBAKKAM, CHENNAI - 600 034.

SECRETARIAL AUDITORS

M/S NAGARAJAN & CO.,
NEW NO. 29 KAVARAI STREET,
WEST MAMBALAM, CHENNAI 600 033

INTERNAL AUDITORS

SARAVANAN AND CO.,
CHARTERED ACCOUNTANTS.
KGEYES SRINIVASS FLATS, NO.7, SRINIVASAPURAM 1ST ST,
THIRUVANMIYUR, CHENNAI – 600 041.

LEGAL COUNSEL

HSB PARTNERS
CAPITALE, 9TH FLOOR,
555 ANNA SALAI ,
TEYNAMPET, CHENNAI 600 018

REGISTERED OFFICE**RAJ TELEVISION NETWORK LIMITED**

32, Poes Road, 2nd Street,

Teynampet, Chennai - 600 018

Tel: +91- 44 -044 - 24351898 / 2926,

Fax: +91- 44 - 24341260

Email : administrator@rajtvnet.in,

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

REGISTRAR AND SHARE TRANSFER AGENT

CAMEO CORPORATE SERVICES LIMITED

SUBRAMANIAN BUILDING,

NO.1, CLUB HOUSE ROAD, CHENNAI - 600 002,

PHONE NO. 044-28460390-94, FAX NO. 28460129

EMAIL: CAMEOSYS@CAMEOINDIA.COM

STOCK EXCHANGE(S) & STOCK CODE(S)

NATIONAL STOCK EXCHANGE OF INDIA LIMITED (RAJTV)
BSE LIMITED (532826)

BANKERS

CANARA BANK - TEYNAMPET BRANCH

STATE BANK OF INDIA - OVERSEAS BRANCH

INDIAN BANK - ANNA SALAI

HDFC BANK LIMITED

LIASION OFFICES**DELHI**

1407-08, ANSAL TOWERS , 14TH FLOOR,
38, NEHURU PLACE , NEW DELHI -110 019

HYDERABAD

FLAT NO. 8-2-293/82/A/656/1, ROAD NO. 32,
JUBILEE HILL, HYDERABAD, 500 033.

MUMBAI

NO. 105, SWAPNA CO-OP HSG SOCIETY,
1ST FLR, S.K. BHOLE MARG, DADAR WEST,
MUMBAI - 400 028.

BANGALORE

K.K.M.P BUILDING, SECOND FLOOR,
NO.16/1, MILLER TANK NAGAR,
BANGALORE-560 052.

Channels**Tamil Language**

Raj TV, Raj Musix, Raj Digital Plus
and Raj News

Kannada Language

Raj Musix Kannada &
Raj News Kannada

Telugu Language

Raj Musix Telugu, Raj News Telugu
and Vissa TV

Hindi Language

Raj Parivaar

Malayalam Language

Raj Musix Malayalam &
Raj News Malayalam.

Upcoming Channels

Raj Nagaichuvai (Tamil),

Raj Kids (Tamil) &

Raj Movies (Kannada) are in pipe line.

CHANNELS

The People's Channel

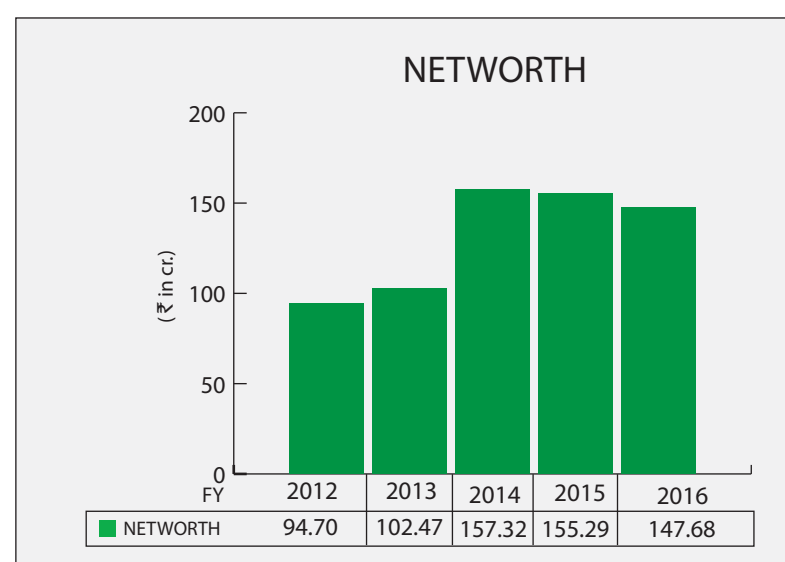
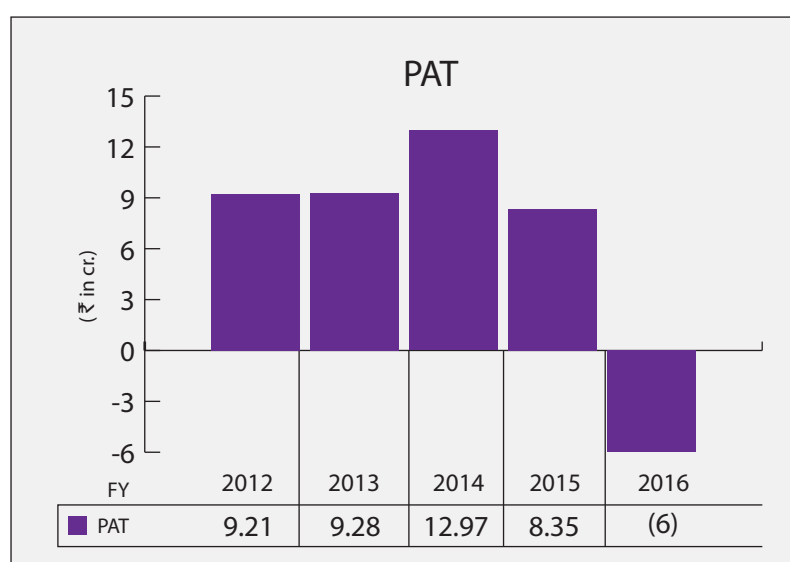
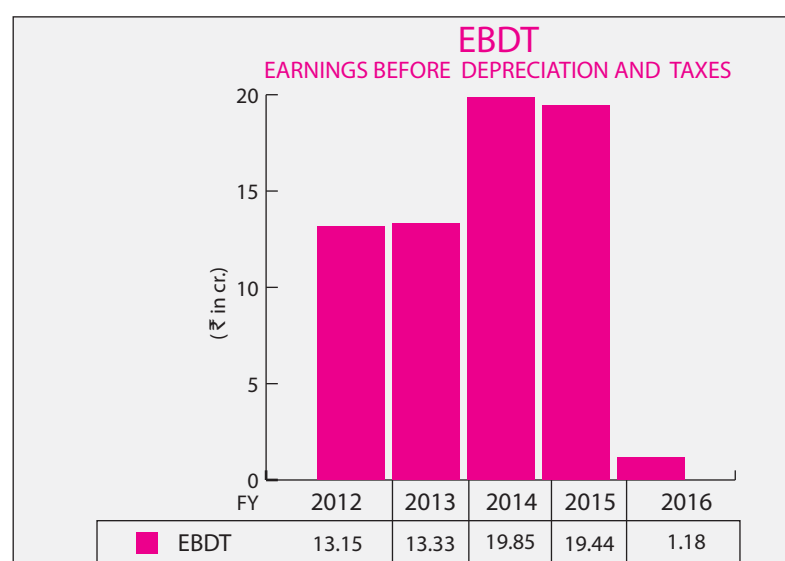
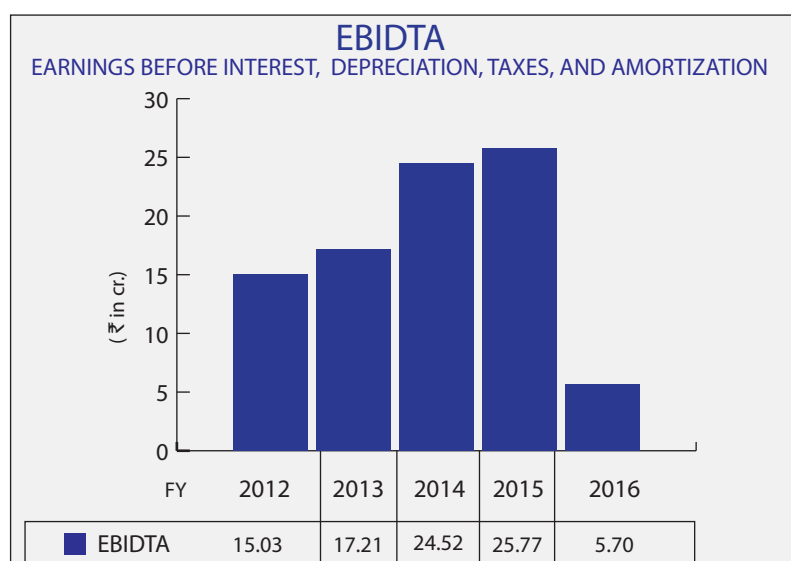
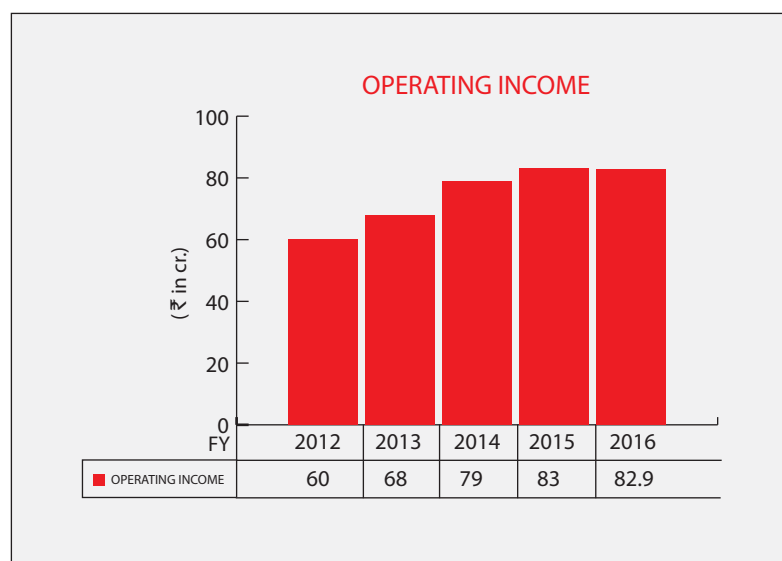


FIVE YEAR FINANCIAL HIGHLIGHTS

(Amounts in Rs. Crores)

FIVE YEAR FINANCIAL HIGHLIGHTS Year Ending 31 st March		2012	2013	2014	2015	2016
REVENUE ACCOUNT						
TOTAL INCOME		54.74	68.27	80.54	83.89	82.90
% to Income from Operations	%	21%	25%	18%	4%	-1%
Operation Expenses	₹	18.23	26.82	23.72	21.24	40.37
Employee Benefit Expenses	₹	10.12	11.68	17.60	22.90	22.43
Depreciation and Amortisation Expenses	₹	3.29	3.68	3.96	6.47	6.54
Finance Cost	₹	1.88	3.87	4.68	6.33	4.52
Administrative and other Expenses	₹	11.36	12.57	14.69	13.97	14.41
TOTAL EXPENDITURE	₹	44.89	58.61	64.65	70.93	88.27
PBDIT	₹	15.03	17.21	24.52	25.77	5.70
PBDT	₹	13.15	13.33	19.85	19.44	1.18
PBT	₹	9.86	9.66	15.89	12.97	-5.37
TAX EXPENSES	₹	0.64	0.37	2.98	4.81	0.68
PAT	₹	9.21	9.29	12.91	8.16	-6.05
% TO TOTAL INCOME	%	17%	14%	16%	10%	-7%
Dividend		1.30	1.30	1.95	2.60	1.30
Dividend %	%	10%	10%	15%	10%	5%
CAPITAL ACCOUNT						
Share Capital	₹	12.98	12.98	25.96	25.96	25.96
Reserve and surplus	₹	81.72	89.50	131.37	129.34	121.73
BANK BORROWINGS		-	-	-	-	-
Long Term Borrowings	₹	9.74	7.05	12.49	1.38	3.17
Short Term Borrowings	₹	7.69	7.09	24.97	24.40	30.27
TOTAL BANK BORROWINGS	₹	17.43	14.15	37.47	25.79	33.44
Other Long term Liabilities	₹	9.11	9.90	9.31	9.10	9.74
Current Liabilities Excluding short term borrowings	₹	13.21	19.75	37.39	34.42	42.81
CAPITAL EMPLOYED	₹	126.75	139.18	216.52	200.20	203.41
Current Assets	₹	50.39	53.45	77.65	76.10	82.09
Fixed Assets	₹	52.68	64.18	113.99	102.72	98.58
Other Non Current Assets	₹	23.68	21.54	24.89	21.38	22.74
CAPITAL DEPLOYED	₹	126.75	139.18	216.52	200.20	203.41
Closing market price per share						
Face Value (Rs.)	₹	10.00	10.00	5.00	5.00	5.00
Market Price	₹	153.30	195.00	147.00	114.00	64.50
No of shares	₹	12978336	12978336	51913344	51913344	51913344
MARKET CAPITALISATION	₹	198.96	253.08	763.13	591.81	334.84
PERFORMANCE RATIO ANALYSIS						
FINANCIAL PERFORMANCE						
Advertisement Income/Income from Operations	%	55.62	57.69	44.28	60.81	51.78
Airtime Selling income / income From operations	%	24.89	19.38	17.43	21.19	28.14
Subscription Income/Income from Operations	%	19.50	22.93	38.29	17.99	20.08
Operating Profit/Income from Operations	%	7.02	25.47	30.86	31.05	6.88
Other Income/Total Income	%	1.26	1.08	1.33	1.06	0.04
Programming Cost/Income from Operations	%	33.72	39.71	29.85	25.59	48.71
Personnel Cost/Income from Operations	%	18.72	17.29	22.15	27.59	27.06
Selling and Admin Expenses/Income from Operations	%	21.02	18.61	18.48	16.83	17.39
Total Operating Cost/Income from Operations	%	102.51	85.86	80.27	84.54	106.47
Financial Expenses/Income from Operations	%	3.43	5.67	5.81	7.55	5.45
Tax/Income from Operations	%	1.18	0.54	3.70	5.73	0.82
Tax/PBT	%	-46.91	3.84	18.74	37.08	-
Dividend Payout/PAT for the year	%	-64.35	13.98	15.08	31.82	-
Dividend Payout/Effective Network	%	1.02	0.93	0.90	1.30	0.64
NETWORTH	₹	94.70	102.47	157.32	155.29	147.68
BALANCE SHEET						
Debt-Equity ratio (Total loans/Eff. Networth)	%	13.75	10.16	17.30	12.88	16.44
Current ratio (Current assets/Current liabilities)	(x)	3.82	2.71	2.08	2.21	1.92
Capital Output Ratio (Inc from Ops/Eff. Capital employed)	(x)	0.43	0.49	0.37	0.41	0.41
Fixed assets Turnover (Inc from Ops/Fixed assets)	(x)	1.03	1.05	0.70	0.81	0.84
RONW (PAT for the year/Eff. Networth)	%	-0.02	0.09	0.08	0.05	-
ROCE (PBIT/Eff. Capital employed)	%	0.00	0.11	0.12	0.10	-
PER SHARE DATA						
Revenue per share	₹	42.18	52.60	15.51	16.16	15.97
Dividend per share	₹	1.00	1.00	0.38	0.50	0.25
Indebtedness per share	₹	13.43	10.90	7.22	4.97	6.44
Book value per share	₹	97.67	107.24	41.71	38.56	39.18
Earnings per share (after prior period adjustments)	₹	-1.55	7.16	2.49	1.57	-1.16
PE RATIO -PRICE/EPS RATIO (SHARE PRICE AS OF MARCH 31,)	₹	21.59	27.25	59.10	72.54	-

FINANCIAL GRAPHS



LEADING SERIALS

கங்கா யமுனா

A bitter and sweet relationship between two half sisters GANGA & YAMUNA.

The story revolves around the lives of two half sisters. Ganga hails from a Bengali family while Yamuna belongs to a Marwari Family. Both families are neighbors later come to know about the truth of being sisters. Ganga & Yamuna join together and reunite their parents.



LEADING SERIALS

Mann Vasanai is a village story of Rajasthan.

Where Anandi an eight years old girl got married comes to her husband's house, With the change of the surroundings she faced new problems. Being daughter in law of a family she has to maintain certain rules which is very tough for a small girl. How she managed all these problems are the plot of the story.

மண்
வசனை



A story of four sisters, who live with their father Narayan in Kanpur. Narayan gets a job transfer so the family moves to Delhi. They amidst a lot of memories spent in Kanpur, Later experience a cultural shock in their lives in a New city.



LEADING SERIALS

Indra is a cheerful and intelligent girl stutters while speaking. She never loses hope and doesn't let her stuttering become an obstacle in her life. Indria isn't getting a marriage proposal because of her stuttering. After sometime, a marriage proposal is accepted by Bharath who doesn't know about her stuttering later when Bharath comes to know the stuttering of Indria. Bharath insults her and denies to marry her.

இந்திரா

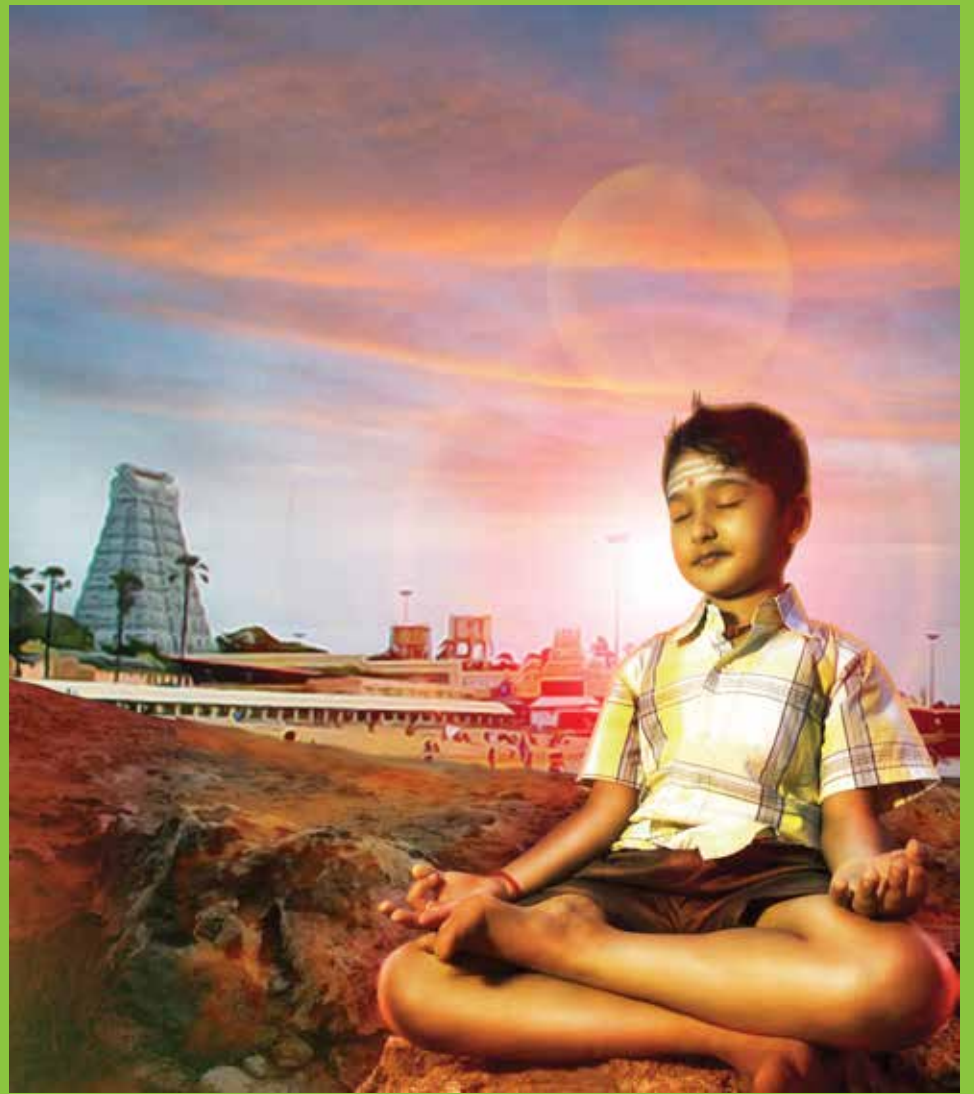


புலி
வாசலிலே



It is the story of the bonded labourers of a wealthy landlord. The story features the Female protagonist THENMOZHI who is kept as collateral to be a bonded labourer.

LEADING SERIALS



A Devotional serial Kaaka Kaaka, story revolves around his daughter life. Kirthika daughter of the industrialist handles critical situations and ability to overcome the problems she faces in the absent of his father. It's related to their family devotional services towards Lord Muruga - New Serial own production.

LEADING PROGRAMS



An investigative take on crimes happening across city and surrounding locales and offering a solid solution, which in more ways evokes the social awareness among the Tamil audiences. RAJTV has been extending its social consciousness through this program, which is very well received by viewers with decent feedbacks.

Show which unveils the newly released movies for the season covered with veil. Movies of 20th century stars. Reviews about the film shoots and budgets. Creation of the movie and their competitors. New films songs release etc..



It is a show which reveal about the Fresh faces and new entries. Hot & Spicy KOLLYWOOD news & gossips. Update of the superstar personal and official news which is unknown. Reviews on Old and New artist who have been legends. Success and failure of movies and reasons behind it from viewers point of view.



RAJTV attempts to educate and enlighten women in science and arts through this show – Pengal Neram. specially, more spotlights are turned towards Beauty, Health remedies, Food Recipes, etc that has been benefitting the women with more information. The show is scheduled on five days during a week and has been helping the women gain more knowledge on various aspects of house management and their interests as well.



LEADING PROGRAMS



A token of adornment to the Tamil Nadu Superstar Rajnikanth – Rajnikanth Film Festival has been a favourite among all age groups from children to adults. Every December during the month of the star's birthday, his greatest movies are screened every day. Thalaivar fans have been greatly rejoicing over this film festival as they get to watch the masterpieces of their matinee idol.

Who doesn't love

Ulagu Nayagan Kamal Haasan, an encyclopaedia of acting.

During his birth month of November, RAJTV brings an array of his wonderful films screened throughout. This movie special has been getting the best reviews that RAJTV alone is capable of bringing such immense spell.



The legend gladly ennobled as the saviour and hero of millions has been unceasingly dwelling in our hearts. He has been immortal through his great films and social contribution. RAJTV on its part has been enlivening his followers by screening some of his best films during his birth month of January.

A beautiful way to

adore the Goddess Amman and RAJTV brings the spiritual showers of experience to the viewers. During the month of 'Aadi', the films based on 'Amman' would be screened and has been greatly revered by the women for the pious moments. A noteworthy fact is that RAJTV has a collection of more than 4000 movies that has been offering a huge platform for hosting many film festivals.



LEADING PROGRAMS



Saturday afternoon 1.30pm movie, a Special band width of Movies which has High performance rate. Movies which are evergreen ,movie that succeeded on almost every level, where each character, scene, costume, and joke firing on all cylinders .



List of films which need No-Introduction. This has now become a special form of bringing a new flavour for the viewers, which has highest scores, widely predicted & enjoyed by the viewers.



If you look for movie you might just find little specks of it here and there perhaps, the only place where you can watch the best of all time great movies only in Weekday Special movies. Movies which has given new life to Tamil film industries and audience. Weekday Special movies have the best movies at best time.



A life Journey of the SUPER-STAR RajiniKanth. Kabali show Un-folds the reality of RajiniKanth life of being a bus conductor to become a SUPERSTAR. Days of Super star where he faced failures and success. How he groomed himself from a regular artist to become "The Super star" of Tamil cinema.

CORPORATE SOCIAL RESPONSIBILITY



It can't get better than this for school toppers! RAJ TV Network, one of the leading Tamil Television Channels has been hosting the Mudhalvan Awards consecutively for the past 16 years.... Mudhalvan - as the name suggests, RAJ TV will honour the top ranking students of 10th & 12th standards every year, from every district of Tamil Nadu... The Students will be presented with "Medals".

We make it a memorable evening not only for the students, parents but also to the connoisseurs & celebrities who attend the event...



CORPORATE SOCIAL RESPONSIBILITY



RAJ TV celebrates “International Women’s Day” in a colourful way as women would always like anything & everything to be. As a prime player in media, we think it is our duty & responsibility to identify & bring to lime light those women who are real role models to the younger generation.

We award 5 Women Achievers from different walks of life for their contribution to their respective fields.



CHAIRMAN'S MESSAGE

From the desk of the
Chairman and Managing Director



Dear Shareholders,

It's my pleasure to extend a Warm Greetings to you all!

I take the pleasant privilege of addressing you on the occasion of the 22nd Annual General meeting of our company.

Television industry in India is on a transformation path. Multiple channels in each genre competing with each other for TRP, increasing pay TV penetration, expanding yet fragmented local as well as overseas viewership of Indian channels, demand for more specific content – clearly set the stage for the next level of growth and transition for players across the television value chain. Content creators and broadcasters need to be cognizant of the ever increasing demand for differentiated content. While on one hand, new digital content distribution platforms are emerging; on the other hand, new formats of entertainment - computers, mobiles and other handheld devices are gaining importance.

Monetization of content through these new opportunities in existing platforms and new media platforms are going to be key focus areas for the content owners. The viewer today is not only looking for new-fangled content but is also very quality conscious. From new movie broadcasts to reality shows with more and more celebrity appearances, the need for differentiated and fresh content is on an all-time high.

The Financial year 2015-16 was a year of stiff competition, witnessed more investments to the Regional Channels by the National TV Channels, changes in rating agency and rating aspects, Changing viewership flavor and penetration of digital platforms. Your company has taken up several measures to tackle the competition and struggles from all perspective and initiated more share of indigenous in-house contents and rural market penetration of the channel to get good ratings. During the period the ratings of the channel was affected by sudden fall in the Channel ratings during the change of RATING agency, despite several steps taken for restructuring the content in line with market requirements.

Your company reported revenue of Rs. 82.90 Crores with EBITDA of Rs. 5.70 Crores. Despite pricing challenges, and increasing costs, we were able to sustain the top line growth and could end with a negative bottom line growth. The Board has reconstituted its Creative team with more focus on LIVE Shows, Talk Shows, programmes of super celebrity value with concept of unique nature has been discussed and being planned to implement during the current year. With the new steps taken by the creative team in the months to come, we are confident that we will be able to continue on the path of augmenting shareholder value and create long term shareholders growth.

As stated above, during the Current year, your company plan to increase our content contribution In-house Production of Contents majorly Serials, in Tamil language covering different Genres. Healthy advertising revenues are expected from the new content infusion. Your company is exploring various other delivery platforms such as direct to handheld and various other OTT technologies. All these new initiatives are expected to augment the income substantially and help to post better results in future.

I take this opportunity to thank all their valued customers, business associates and vendors for their kind support. I place on record the appreciation of the contribution made by employees of the Company at all levels that has contributed to your Company's success and remain in the forefront of media and entertainment business. I thank and express my gratitude for the support and co-operation received from the Central and State Governments / regulatory authorities viz. the Ministry of Information & Broadcasting, the Department of Telecommunication, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India, Foreign Investment Promotion Board, the Stock Exchanges and Depositories and other stakeholders including viewers, producers, vendors, financial institutions, banks, investors, Service providers and all our stakeholders. I also place on record their appreciation of the tireless efforts of Team RAJTV, a dedicated and loyal band of people who have displayed unswerving commitment to their work in these challenging times and helped the Company deliver good results.

I thank our Board of Directors for their support and exemplary guidance. I also take this opportunity to express my gratitude to all our stakeholders, who continue to repose faith and trust in us over the years. Further with my whole heart I sincerely thank all our shareholders who continued their support over these years, without which our company would not have grown to this size.

Warm Regards,

(Raajhendhran. M)

RAJ TELEVISION NETWORK LIMITED

(CIN: L92490TN1994PLC027709)

Regd. Office:

No.32, Poes Road, IInd Street,
Teynampet Chennai- 600 018,

Tel: 044-24351898

Email:redressal@rajtvnet.in,

Website: www.rajtvnet.in

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Company will be held on Friday, 30th September, 2016 at Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004, at 10.00 A.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. To declare final dividend at the rate of Rs 0.25 paise per equity share of Rupees 5 paid up for the year ended 31st March, 2016.

3. To appoint a Director in place of Shri.M.Ravindran, (Holding DIN: 00662830), who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT M/s. Pratapkaran Paul & Co., Chartered Accountants, Chennai – 600 034, the retiring auditors be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be decided by the Board of Directors".

SPECIAL BUSINESS

5. To consider and if thought fit to pass the following resolution with or without modification as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable and related provisions of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or reenactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 and in terms of the SEBI (Listing Obligations and Other Obligations) Regulations, 2015, Mr.A. Arjuna Pai, (DIN01830471) who is an existing Independent Director of the company, be and is hereby re-appointed to hold office as an Independent Director of the company for a period of Five years ie., to hold office up to the 27th annual General Meeting of the company.

"The Register of Members and Share Transfer Books of the Equity Shareholders of the Company will remain closed from Friday, 23rd September 2016 to Thursday, 30th September 2016 (both days inclusive). Share Transfers received in order at the Registered Office of the Company or at the office of the Registrar of the Company, by 5.30 p.m. on Friday, 23rd September 2016 will be processed for payment of equity dividend, if declared, to the transferees or their mandates.

Equity Dividend, if approved by Members at the ensuing Annual General Meeting, will be paid on or after 5th October 2016, to all those equity shareholders whose name appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar on or before Friday, 23rd September 2016 and in the list of beneficial owners furnished by National Securities Depository Limited and/or Central Depository Services (India) Limited, in respect of shares held in electronic form, as at the end of the business day on Friday, 23rd September 2016.

NOTES TO NOTICE CALLING THE ANNUAL GENERAL MEETING:

1. As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, enabling the Company to send all communication to the Members through electronic mode. The above initiative will go a long way in conserving paper which is a natural resource as also result in substantial savings on printing and posting of annual reports and other documents of your Company sent to Members. Members are requested to support this Green Initiative by updating their email addresses with their respective Depository Participants, in case of electronic shareholding or registering their email addresses with the Company's Registrar and Share Transfer Agent, in case of physical shareholding. We hope that Members will join this cause and make the world a cleaner, greener and healthier place to live in.

2. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company.

Any Member holding more than 10% of the total Equity Share Capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

4. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.

5. Additional information, pursuant to Regulation 36(3) of SEBI (LODR), 2015 of the Listing Agreement with Stock Exchanges on Directors recommended by the Board for appointment / re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.

6. Members who wish to obtain further information on the Financial Statements for the year ended March 31, 2016, may send their queries at least seven days before the Annual General Meeting to the Chief Compliance Officer & Company Secretary at the registered office of the Company or at Email ID comp_sec@rajtvnet.in.

7. Equity Dividend for the financial year ended declared by the Company which remains unpaid or unclaimed, will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF'). Members, who have not encashed their dividend warrants, issued by the Company, for the financial year ended (Annexed), are requested to lodge their claims with the Company's Registrar and Share Transfer Agent. Members are advised that in terms of provisions of Section 125 of the Companies Act, 2013, any person whose unclaimed dividend is transferred to IEPF, shall be entitled to get refund out of the fund in accordance with rules made under Section 125 of Companies Act, 2013.

NOTICE

8. Electronic Copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent. The Annual Report may also be accessed on the Company's Corporate Website www.rajtvnet.in.

9. Members are requested to notify immediately about any change in their address / e-mail address /dividend mandate / bank details to their Depository Participants (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, CAMEO CORPORATE SERVICES LIMITED, Subramanian Building, No.1, Club House Road, Chennai-600 002, Phone: 044-28460390-94, Fax: 28460129 , Email: cameosys@cameoindia.com. Shareholders holding Equity Shares of the Company in physical form may register their email address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by email, by sending appropriate communication on cameosys@cameoindia.com / comp_sec@rajtvnet.in.

10. E-Voting

In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 & regulation 44 SEBI(LODR), 2015 of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting) from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL) for all the business as detailed in this notice. **The remote e-voting period for all items of business contained in this notice shall commence from the Tuesday 27th day of September 2016 at**

9.00 a.m. and will end on the Thursday 29th day of September 2016 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of 23rd September 2016, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

The facility for voting by way of Ballot / Poll paper shall also be made available at the venue of the meeting and members attending the meeting who have not already cast their vote by remote E-voting shall be able to exercise their right at the meeting.

11. The Members who have cast their vote by remote E-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

12. The voting rights of Members either by way of remote e-voting prior to the meeting or by way Ballot / Poll paper at the meeting shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on the Cut-off date of September 23, 2016.

13. At the AGM the Chairman of the meeting shall after discussions on all the resolutions on which voting is to be held, allow voting by use of Ballot / Poll Paper by all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

14. The Company shall appoint an Independent Professional as Scrutinizer to conduct remote E-voting process as well as Ballot/Poll Paper voting process at the Annual General Meeting in a fair and transparent manner.

15. The Scrutinizer shall, after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the

Company and shall make, not later than three days of the conclusion of the AGM, a consolidated 22nd Annual Report 2015-16 notice Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Vice-Chairman, who shall countersign the same and declare the result of the voting forthwith.

16. The results declared along with the Scrutiniser's report shall be placed on the website of the Company www.rajtvnet.in and shall also be communicated to the Stock Exchanges. The resolutions, if approved, shall be deemed to be passed on the date of AGM.

17. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Tuesday 27th day of September 2016 at 9.00 a.m. and will end on the Thursday 29th day of September 2016 at 5.00 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 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the **e-voting website www.evotingindia.com.**
- (iv) **Click on Shareholders.**
- (v) **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. Members holding shares in Physical-Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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 as mentioned in instruction (iv).

NOTICE

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the company Raj Television Network Ltd, on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- 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.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Green Initiative in Corporate Governance

Shareholders holding Company's share(s) in electronic form and have registered their email address in the records of the Depositories viz. NSDL / CDSL which has been made available to us by them. Please inform any changes in your e-mail address to your Depository Participant from time to time. If any Shareholder is not interested in receiving Balance Sheet through e-mail they can inform the Company well in advance, so that the Company can provide them hard copy. Also if the Shareholders addresses are changed they are requested to update the same. As a Shareholder of the Company, you will be entitled to be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of a requisition from you, at any time. The Annual Report of the Company would also be made available on the Company's website: www.rajtvnet.in.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013 Item No. 5

In terms the Securities (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 149, 150, 152 and other applicable and related provisions of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or reenactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 Shri.A. Arjuna Pai, (DIN01830471) who is an existing Independent Director of the company is the director who retires by rotation and being eligible offers himself for reappointment. Further in terms of the above said Regulations, it is being proposed to appoint Mr. A. Arjuna Pai, to hold office as an Independent Director of the company for a period of Five years ie., to hold office up to the 27th annual General Meeting of the company. Except Mr. A. Arjuna Pai, None of the Director or Key Managerial Personnel are in any way concerned are interested in the resolution.

Regd. Office:
32, Poes Road,
Ilnd St, Teynampet,
Chennai-600 018
Date: 29th July, 2016

By Order of the Board of Directors

Joseph Cheriyan
Company Secretary

NOTICE

BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING AS REQUIRED TO BE FURNISHED PURSUANT TO THE LISTING AGREEMENT WITH THE STOCK EXCHANGES IN INDIA**1. INFORMATION ABOUT THE DIRECTORS RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS THEMSELVES FOR RE-APPOINTMENT.**

NAME AND DESIGNATION	M. RAVINDRAN WHOLE TIME DIRECTOR DIN 00662830	A.ARJUNA PAI INDEPENDENT DIRECTOR DIN : 01830471
Date of Birth	15-06-1959	10-02-1936
Occupation	Business	Profession
Qualification	Graduation	FCA
Date of Appoitment	Since Incorporation	14-10-2006
Profile	Shri. M. Ravindran, has been a Whole Time Director of the company since the date of incorporation. He is in charge of the in house production of various programs and overall operation of the Channels. He is responsible for the launching of new channels and day to day programming of all channels. He is also responsible for the other day to day administrative and establishment affairs of the Company.	Shri. A. Arjuna Pai -a senior fellow member of The Institute of the Chartered Accountants of India, he is a partner in M/s Menon & Pai, a firm of Chartered Accountants engaged in audit and corporate advisory services,has more than thirty years of experience in various financial and other advisory areas like industry & administration. He is the Non Executive & Independent Director, Chairman of Audit Committee and Member of Nomination & Remuneration Committee of the Board of Directors of the Company.
Remuneration	Rs. 1,20,00,000/- Per Annum	NIL
Recognition or awards	NIL	He Is Fellow member of Institute of Chartered Accountant of India.
Job profile and suitability	Shri.. M. Ravindran, Whole Time Director of the company is actively involved in content acquisition for the day today operation and administrative control of the Company's Channel.	He is a Fellow member of Institute of Chartered Accountants of India and has wide experience in the field of accounts, finance and management.
Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any.	He being promoter Directors is the relative of the whole time Directors & Managing Director. Besides, the Salary, Shri. M. Ravindran does not have any other pecuniary relationship with the Company.	He is a Non-Executive Independent Director of the company and has no pecuniary relationship except receiving sitting fees on the meetings of the board or committees of the board of directors of the company.
Shares held the Company	5362000 equity sahres	Nil
Directorship in other Companies	(1) VISSA TELEVISION NETWORK LIMITED	(1)VENLITE (INDIA) PRIVATE LIMITED (2) ZIDES AUTOMATION PRIVATE LIMITED
Chairman/ Member of the Committees of other Companies on which he is a Director.	Nil	Nil

DIRECTOR'S REPORT

Dear Members,

Your Directors take pleasure in presenting the 22nd Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March 2016 as under:-

(Rs in Lakhs)

1. FINANCIAL SUMMARY/HIGHLIGHTS OF THE COMPANY:

Particulars	Year ended 31 st March, 2016	Year ended 31 st March, 2015
Revenue from Operations	8244.73	8,250.11
Other Income	45.80	139.09
Total Revenue	8290.53	8,389.20
Less : Total Expenses	7720.26	5,811.98
Profit/(Loss) before interest, Depreciation and Tax	570.27	2577.23
Interest	452.22	647.14
Profit/(Loss) before Depreciation and Tax (PBDT)	118.05	1930.09
Depreciation	654.32	633.47
Profit/(Loss) Before Tax (PBT)	(536.28)	1296.62
Provision for taxation	(68.66)	480.79
Profit /(Loss) After tax (PAT)	(604.94)	815.83
Balance brought forward	3813.67	4016.42
Adjustment of depreciation as per Transition Provisions	Nil	707.1
Amount available for appropriations	3208.73	4125.15
Final Dividend – on Equity Shares	129.78	259.56
Tax on Dividend	26.42	51.89
Surplus carried to Balance Sheet	3052.53	3813.67

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There have been no material changes and commitments that have occurred after close of the financial year till the date of this report, which affect the financial position of the Company. Based on internal financial control framework and compliance systems established in the Company, the work performed by statutory, internal and secretarial auditors and reviews performed by the management and/or relevant Audit and other Committees of the Board, your Board is of the opinion that the Company's internal financial controls were adequate and effective during the Financial Year 2015-16.

3. DIVIDEND:

In view of current year loss and considering the co-operation extended by the shareholders of the company your Directors recommend final dividend at the rate of Rs 0.25 paise per equity share of Rupees 5 paid up for the year ended 31st March, 2016. Final Dividend, if approved by Members at the ensuing Annual General Meeting, will be paid on or after October 5, 2016, to all those equity shareholders whose name appear in the Register of Members of the Company, after giving

effect to all valid share transfers in physical form lodged with the Company or its Registrar on or before Friday, September 23, 2016 and in the list of Beneficial Owners furnished by National Securities Depository Limited and/or Central Depository Services (India) Limited, in respect of shares held in electronic form, as at the end of the business day on Friday, September 23, 2016.

Equity dividend payout for the year under review has been formulated in accordance with the Company's policy to pay sustainable dividend linked to long term growth objectives of the Company to be met by internal cash accruals.

4. RESULT OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS, CHANGE IN THE NATURE OF BUSINESS, IF ANY:

Your Company achieved revenue from operations Rs. 8290.53 lakhs as against Rs.8389.20 lakhs in the P.Y. The Total Expenditure for the period is Rs.8826.81 lakhs as against Rs.7092.58 lakhs in the Previous Year.

The performance of the Company is marginally affected by downfall in advertisement income due to reduction in the viewership rating for the channels due to the change in the rating parameters by new rating agency.

Net Loss After Tax stood at Rs. 604.94 Lakhs as compared to Net profit after tax Rs.815.83 lakhs in the Previous Year.

Business Description

Your Company had undergone competitive business environment and changing customer preferences and with the new rating system are in place now the media planners and advertisers will have to establish new benchmarks to work with the new systems. further the company is also exploring various options for raising revenue generation with much focus on regional market consolidation and exploring various new platforms of revenue generation.

Your Company, today, is an established Television Company in the Tamil broadcasting industry in South India. The Network is presently runs 13 Channels and has 13 Channel licenses in various languages and genre and 3 more licenses are in the pipeline to launch 3 more channels. Your company has own uplinking station and Exclusive Transponder facility. Your company broadcasts the channels in whole of India, as well as parts of South East Asia, and the Middle East.

DIRECTOR'S REPORT

Future Projects

Your company undertakes several production projects with the right mix of self produced and outsourced productions, to mitigate financial risk and obtain large revenues. With self-produced content, the company gets complete right over the content, and can build its own intellectual property base. The company plans to have more in house media contents in Tamil language in various genres.

Your company has an advantage of being a mass channel with its extensive line up of attractive programming to cater the entire family. The channels of the network reach a wide variety of audiences as It satisfies people of all ages, The Channel offers a right mix of movies, serials, debates, cultural, educational, cookery, handicrafts and religious programmes satisfying the needs of the entire community ranging from Urban to the rural audience.

There are no significant changes in nature of business during the Financial Year 2015-16.

5. SHARE CAPITAL

There were no changes to the Equity Share Capital of the Company during the year under review.

6. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Company has no Subsidiary, Joint Ventures or Associate Companies and same status is maintained during the F.Y 2015-16.

7. PUBLIC DEPOSITS

During the year, the Company has neither invited nor accepted any deposits from the public or its employees.

8. BOARD COMMITTEES

In compliance with the requirements of Companies Act, 2013 and Listing Agreements / Listing Regulations, your Board had constituted various Board Committees including Audit Committee, Risk Management Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

Details of the constitution of these Committees, which are in accordance with regulatory requirements, have been uploaded on the website of the Company viz. www.rajtvnet.in. Details of scope,

constitution, terms of reference, number of meetings held during the year under review along with attendance of Committee Members therein form part of the Corporate Governance Report annexed to this report. A detailed report on Corporate Social Responsibility activities initiated by the Company during the year under review, in compliance with the requirements of Companies Act, 2013, is annexed to this report

9. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') and applicable provisions of Companies Act, 2013. A detailed report on corporate governance, together with a certificate from the Statutory Auditors, in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement, is attached as part of this report vide Annexure I. Compliance reports in respect of all laws applicable to the Company have been reviewed by the Board of Directors.

10. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

11. CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility and Governance Committee (CSR&G Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at the link: www.rajtvnet.in. Your Company has always responded in a responsible manner to the growing needs of the society. A number of enriching and enlivening activities that contribute to the community in the areas of health, education, environment and preservation of the country's rich culture and heritage have been taken up. Annual Report on CSR Activities

undertaken by the Company for the Financial Year 2015-16 is annexed with this report vide Annexure III.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Board comprises of 9 Directors including 4 Independent Directors. Independent Directors provide their declarations both at the time of appointment and annually confirming that they meet the criteria of independence as prescribed under Companies Act, 2013 and SEBI (LODR), 2015. During F.Y. 2015-16 your Board met 4 (Four) times details of which are available in Corporate Governance Report annexed to this report.

13. DIRECTORS SEEKING FOR RETIREMENT BY ROTATION

Directors Shri. M. Ravindran (Holding DIN 00662830) and Shri. A Arjuna Pai (Holding Din 001830471), who retires by rotation and being eligible, offers himself for re-appointment.

BOARD MEETINGS

The Board of Directors met 4 times during this financial year. The Board meeting was on:-

27th May 2015, 21st July, 2015, 23rd October, 2015 and 29th January, 2016

BOARD EVALUATION

The Independent Directors of your Company, in a separate meeting held on October 23rd, 2015, without presence of other Directors and management evaluated performance of the Chairman and Managing Director and other Non-Independent Directors along with performance of the Board/Board Committees based on various criteria recommended by Nomination & Remuneration Committee. A report on such evaluation done by Independent Directors was taken on record by the Board and further your Board, in compliance with requirements of Companies Act, 2013, evaluated performance of all Independent Directors based on various parameters including attendance, contribution etc.

The details about the appointment, re-appointment, Managing Director, Whole Time Directors, KMP, Independent Directors is annexed with this report vide Annexure III.

DIRECTOR'S REPORT

14. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received necessary declaration from each Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6).

15. BOARD & AUDIT COMMITTEE

The details regarding number of board meetings held during the financial year and composition of Audit Committee is furnished in the Corporate Governance Report.

16. AUDITORS AND AUDITORS' REPORT

I. Statutory Auditors

M/s. Pratapkaran Paul & Co., Chartered Accountants, having Firm Registration No. 002777S, Chennai – 600 034, the retiring auditors holds office until the conclusion of the ensuing Annual General Meeting and is eligible for reappointment.

Your Company has received confirmation from the Auditors to the effect that their appointment, if made, will be in accordance with the limits specified under the Companies Act, 2013 and the firm satisfies the criteria specified in Section 141 of the Companies Act, 2013 read with Rule 4 of Companies (Audit & Auditors) Rules 2014. Your Board is of the opinion that continuation of M/s. Pratapkaran Paul & Co., Chartered Accountants, as Statutory Auditors during F.Y.2016-17 will be in the best interests of the Company and therefore, Members are requested to consider their re-appointment as Statutory Auditors of the Company from the conclusion of ensuing Annual General Meeting till next Annual General Meeting at remuneration be decided by the Board.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

II. Secretarial Auditor

The Members have appointed M/s V. Nagarajan & Co., Practising Company Secretary, to conduct Secretarial Audit for the F.Y. 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as Annexure V to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

17. DISCLOSURES

i. Particulars of loans, guarantees and investments: During the period under review, company has no transactions to be reported under the disclosure of particulars of loans, guarantees and investments made by the company required under section 186 (4) of the companies act, 2013.

ii. Transactions with related parties: None of the transactions with related parties fall under the scope of section 188(1) of the act. Information on material transactions with related parties pursuant to section 134(3)(h) of the act, read with rule 8(2) of the companies (accounts) rules, 2014, in form aoc-2 is annexed to this report.

iii. Internal Financial Controls and their adequacy: Your Company has approved internal financial controls and policies/procedures to be adopted by the Company for orderly and efficient conduct of the business including safeguarding of assets, prevention and detection of frauds and errors, ensuring accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Audit Committee evaluates the internal financial control system periodically.

iv. Deposits & unclaimed dividend: Your Company has not accepted any public deposit under chapter v of the companies act, 2013. During the year under review, in terms of provisions of Investors Education and Protection Fund (Awareness and Protection of Investors) Rules, 2014, unclaimed dividend declared by the company for financial year 2008-09, aggregating to Rs.93,546/- was transferred to investors education and protection fund within the due date.

v. Extract of Annual Return: The extract of annual return in form MGT - 9 as required under Section 92(3) of the act read with Companies (Management & Administration) Rules, 2014 is annexed to this report.

vi. Sexual Harassment: The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. During the year under review no complaints on sexual harassment were received.

vii. Regulatory orders: no significant or material orders were passed by the regulators or courts or tribunals which impact the going concern status and company's operations in future.

18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company is into the business of Broadcasting of General Entertainment Television Channels. Since this business does not involve any manufacturing activity, most of the information required to be provided under Section 134(3) (m)) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, are Nil / Not Applicable. However the information, as applicable, is given hereunder:

ANNEXURE TO VII ABOVE - the information, as applicable, is given here under:

a) Conservation of Energy:

(i) the steps taken or impact on conservation of energy

(ii) the steps taken by the company for utilizing alternate sources of energy

(iii) the capital investment on energy conservation equipments

Your Company, being a service provider, requires minimal energy consumption and every endeavour is made to ensure optimal use of energy, avoid wastages and conserve energy as far as possible.

b) Technology Absorption:

(i) the efforts made towards technology absorption

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

(a) the details of technology imported.

(b) the year of import;

(c) whether the technology been fully absorbed.

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof.

(iv) the expenditure incurred on Research and Development

Your Company uses latest technology and equipment's into its Broadcasting business. However since the Company is not engaged in any manufacturing, the information in connection with technology absorption is Nil.

c) Foreign Exchange Earnings and Outgo:

Particulars of foreign currency earnings and outgo during the year are given in Additional Information to the Financial statements forming part of Notes on Accounts of the company.

DIRECTOR'S REPORT

19. HUMAN RESOURCES & PARTICULARS OF EMPLOYEES

Being in the business of creativity and business of people, to ensure sustainable business growth and become future ready, over the years your Company has been focusing on strengthening its talent management and employee engagement processes and through the year, organisation's engagement scores has improved to highest percentile in the entertainment sector. Your Company had 554 employees as of March 31, 2016 and your company provided additional employment opportunity to people and empowered the human resource assets during the year. Requisite disclosures in terms of the provisions of Section 197 (12) of the Act read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 along with statement showing names and other particulars of the employees drawing remuneration in excess of the limits prescribed under the said rules requires your company to disclose the particulars of employees who are in receipt of remuneration of Rs. 60 lakhs or more per annum and those who were in receipt of remuneration of Rs. 5 lakhs or more per month. However, during the financial year under review, company does not come under the purview of the above said compliance except Managing Director and Whole time Directors of the Company, the disclosure is made in the annexure.

20. VIGIL MECHANISM AND WHISTLE BLOWER POLICY

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

The company had established a mechanism called 'Whistle Blower Policy' for employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the company's code of conduct and the same is available at the website of the company (www.rajtvnet.in).

The Company has laid down code of conduct for Board of Directors and senior management personnel. Report details of establishment of vigil mechanism (for directors and employees to report genuine concerns) pursuant to the provisions of section 177(9) & (10) of the Companies

Act, 2013 and as per SEBI (LODR), 2015 of the Listing Agreement.

21. Disclosures in terms of the provisions of Section 197 (12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the annual report.

22. SHAREHOLDING OF DIRECTORS/ PROMOTERS AND PROMOTER GROUP

The Managing Director and other whole time Directors along with their spouse and dependent children constituting promoters and Promoter group hold more than two percent of the equity share of the Company in their individual capacity. Independent Directors do not hold any share in the Company.

Details Pledging of the Shares by the Promoters

Sl. No	Particulars	Year Ended March 31, 2016
A	PARTICULARS OF SHAREHOLDING	No of Shares
1	Promoters Share Holding	
	- Number of Shares	36297244
	- Percentage of Shareholding	68.96
2	Promoter and Promoter Group Shareholding	
	a) Pledged / Encumbered	
	Number of Shares	500000
	Percentage of Shares (as a % of total share holding of promoter and promoter group)	1.38
	Percentage of Shares (as a % of total share capital of the Company)	0.96
	b) Non - Pledged / Non -Encumbered	
	- Number of Shares	35797244
	- Percentage of Shares (as a % of total shareholding of promoter and promoters group)	98.62
	- Percentage of Shares (as a % of total share capital of the Company)	68.96
	Total Promoter Holding	69.91

DIRECTOR'S REPORT

23. INTERNAL FINANCIAL CONTROL

The company has an established internal control system on the financial reporting and this is adequate for the size and nature of our business. The company's Internal Control System is supported by well laid out systems, procedures and policies for each of the functions and these are being followed in the normal course of operations of the Company.

The adherence to the established procedures / policies is being audited by firm of Auditors as part of the internal audit. Appropriate actions to correct deviations if any are taken up immediately by the management. The Audit Committee of the Company provides reassurance to the Board on the existence of an effective internal control system in the operations of the Company.

The company has established a system of periodic review of the established internal control system and its effectiveness and takes actions for upgrading the same to meet the changing requirements.

24. PLEDGING OF THE SHARES BY THE PROMOTERS

As required under SEBI (Substantial Acquisition and Takeover) Regulation, 1997, the Promoters, promoter group and the Persons acting in concert representing Promoters and promoter Group pledged shares during the financial year. Details as per Annexure II - IV.(II)

25. LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fees for the year 2016-2017 to NSE & BSE where the Company's Shares are listed.

26. SHARES IN SUSPENSE ACCOUNTS

As required under Requirements of the Listing Regulations, 2 shareholders and 116

numbers of outstanding shares are lying in the suspense account at the beginning and end of the year. The Company has not been approached by any of these shareholders. The voting rights on the shares outstanding in the suspense account as on March 31, 2014 shall remain frozen till the rightful owner of such shares claims the shares.

27. DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

(a) The Financial Statements of the Company - comprising of the Balance Sheet as at March 31, 2016 and the Statement of Profit & Loss for the year ended on that date, have been prepared on a going concern basis following applicable accounting standards and that no material departures have been made from the same;

(b) Accounting policies selected were applied consistently and the judgments and estimates related to these financial statements have been made on a prudent and reasonable basis, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016, and, of the profits/ (Loss) of the Company for the year ended on that date;

(c) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

(d) Requisite internal financial controls to be followed by the Company were laid down

and that such internal financial controls are adequate and operating effectively; and

(e) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and are operating effectively.

28. ACKNOWLEDGEMENT

The Directors take this opportunity to thank all their valued customers, business associates and vendors for their kind support. The Directors also record their appreciation for the sincere and dedicated efforts put in by all Employees. Employees are our vital and most valuable assets. Your Directors value the professionalism and commitment of all employees of the Company and place on record their appreciation of the contribution made by employees of the Company at all levels that has contributed to your Company's success and remain in the forefront of media and entertainment business. Your Directors thank and express their gratitude for the support and co-operation received from the Central and State Governments / regulatory authorities viz. the Ministry of Information & Broadcasting, the Department of Telecommunication, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India, Foreign Investment Promotion Board, the Stock Exchanges and Depositories and other stakeholders including viewers, producers, vendors, financial institutions, banks, investors, Service providers and all our stakeholders. Your directors also place on record their appreciation of the tireless efforts of Team RAJTV, a dedicated and loyal band of people who have displayed unswerving commitment to their work in these challenging times and helped the Company deliver good results.

For and on behalf of the Board of Directors

Raajhendhran M
Chairman & Managing Director

M. Ravindran
Director

Place: Chennai
Date: 29th July, 2016

DIRECTOR'S REPORT ANNEXURES

ANNEXURES TO DIRECTORS REPORT

I-ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR FY 2015-2016		
1	A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR policy and projects or programs	Pursuant to Section 135 of the Companies Act, 2013, the Corporate Social Responsibility Committee of the Board had approved a CSR Policy with primary focus on Education, Healthcare,. Besides these focus areas the Company shall also undertake any other CSR activities listed in Schedule VII of the Companies Act, 2013.
2	The Composition of the CSR Committee	The CSR Committee of the Board comprises of 3 Directors. Shri . D R Kaarthikeyan, Independent Director is the Chairman of the Committee while Shri . R Rajagopalan , Independent Director & Shri M Raghunathan Executive Director are its Members
3	Average net profit of the Company for last three financial years	Rs. 128.4 million
4	Prescribed CSR expenditure (two percent of the average net profits for last three years)	Rs. 2.56 million
5	Details of CSR spent during FY	Nil (Considering the Loss incurred during the year(15-16), CSR is not mandatory as per CSR rules)
	a) Amount to be spent in FY including unspent amount for FY 2014-15	
	b)Amount spent	Rs. 2.6 million
	Details of CSR spent during FY	Company spent an amount of Rs. 26 lacs towards the promotion of education and healthcare to be undertaken by M/s Vael's Educational Trust, Chennai. The said amount is for the financial year ended 31 st March, 2016.

ANNEXURE A - DETAILS OF CSR SPENT DURING THE FINANCIAL YEAR.

S.No	CSR Projects or Activities Identified	Sector in which the project is Covered	Projects or Programs Local area or other, specify the State and district where projects or programs was undertaken	Amount spent on the projects or programs	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
1	Educational	Promotion of Education	State of Tamil Nadu	0.50 million	0.50 million	Direct Spent
2	Health Care	Promotion of Health Care	Local Area	2.10 million	2.10 million	Implementing agency

DETAILS OF AMOUNT SPENT & DIRECT OR THROUGH IMPLEMENTING AGENCY

Company spent Rs. 5 lakhs towards Promotion of education during the year by way of conducting the "Muthalwan awards" a special award function to honour the District and State toppers of 10th and 12th standard pass out students for the academic year 31st March 2016.

During the year 2015-16 Company Spent Rs. 21,00,000/- towards CSR activities by way of contribution to Vael's Educational Trust – Shri Isari Velan Mission Hospital. Vael's Educational Trust, established in 1992, with two prolonged mission focused on Health Care and Education. The priority of Trust's health care initiative is to harness developments in technology for the economically marginalized section of the rural population, provide free vaccination for life threatening diseases, provide subsidized surgical treatments and diagnostics. In field of Education the Trust continue to address the challenges of poverty and unemployment by providing scholarships to deserving students. Vael's Educational Trust has always served to take education to the thresholds of first generation learners and weaker sections of the society. The trust runs CBSE School and Colleges in Pallavaram and Shri Isari Velan Mission Hospital at Thalambur, (a free comfort care center) OSHRI. Chennai. Shri Isari Velan Mission Hospital mission is to provide compassionate care for those individuals living with a life-limiting illness and their families, through quality medical, emotional, spiritual, and social support. Hospital offers low cost dialysis and free dialysis (CMC Scheme) for qualified patients and runs free palliative care hospital, where patients suffering from serious illness are taken care of by a specialized team of doctor free of charges. Hospital patients include those suffering from cancer, heart disease, pulmonary disease, liver failure, kidney failure, neurological disorders, stroke, dementia, paraplegia, HIV etc, and are provided with comfort, compassion and (personalised) care at our hospital. Hospital is accessible thorough free transport from various parts of City.

In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.:- Not Applicable.

A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

The CSR committee hereby certifies that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

Place: Chennai
Date: July 29, 2016

Raajhendhran M
Chairman & Managing Director

DIRECTOR'S REPORT ANNEXURES

II. EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2016

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(i)	CIN	L92490TN1994PLC027709
(ii)	Registration Date	03-06-1994
(iii)	Name of the Company	RAJ TELEVISION NETWORK LTD
(iv)	Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
(v)	Address of the Registered Office & Contact details	NO.32, POES ROAD, SECOND STREET, TEYNAMPET, CHENNAI, TAMIL NADU, INDIA , PIN 600 018, Ph No 044 24334376, email: admin @rajtvnet.in, www.rajtvne.in, comp_sec@rajtvnet.in
(vi)	Whether Listed	Yes
(vii)	Name, Address and Contact Details of Registrar and Transfer Agent	M/s Cameo Corporate Services Limited "Subramanian Building" No:1,Club House Road Chennai-600002 044-28460390

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY.

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Name and Description of main products / services	NIC Code of the Product/ service (As per 2004)	% to total turnover of the company
Broadcasting Services	92132	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Company has no Subsidiary, Joint Ventures or Associate Companies and same status is maintained during the FY 15-16.

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(I) CATEGORY-WISE SHAREHOLD-

A. SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
PROMOTER AND PROMOTER GROUP									
INDIAN- Individuals	35790487	0	35790487	68.9427	36297244	0	36297244	69.9189	0.9761
SUB - TOTAL (A)(1)	35790487	0	35790487	68.9427	36297244	0	36297244	69.9189	0.9761
FOREIGN	0	0	0	0	0	0	0	0	0
SUB - TOTAL (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)	35790487	0	35790487	68.9427	36297244	0	36297244	69.9189	0.9761

DIRECTOR'S REPORT ANNEXURES

B. PUBLIC SHAREHOLDING										
Category of Shareholder		No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1.	INSTITUTIONS									
a.	MUTUAL FUNDS/UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	FINANCIAL INSTITUTIONS/ BANKS	85624	0	85624	0.1649	0	0	0	0.0000	-0.1649
c.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	VENTURE CAPITAL FUNDS	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	INSURANCE COMPANIES	0	0	0	0.0000	0	0	0	0.0000	0.0000
f.	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
g.	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
i.	ANY OTHER Foreign Portfolio Investor (Corporate) Category II	9687	0	9687	0.0186	0	0	0	0.0000	-0.0186
		9687	0	9687	0.0186	0	0	0	0.0000	-0.0186
	SUB - TOTAL (B)(1)	95311	0	95311	0.1835	0	0	0	0.0000	-0.1835
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	4183011	0	4183011	8.0576	2923160	0	2923160	5.6308	-2.4268
b.	INDIVIDUALS - I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	1730732	453	1731185	3.3347	2079102	427	2079529	4.0057	0.6710
	II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	8467035	0	8467035	16.3099	8982357	0	8982357	17.3025	0.9926
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	ANY OTHER CLEARING MEMBERS	203179	0	203179	0.3913	133086	0	133086	0.2563	-0.1350
	HINDU UNDIVIDED FAMILIES	1416410	0	1416410	2.7284	1467173	1	1467174	2.8261	0.0977
	NON RESIDENT INDIANS	26726	0	26726	0.0514	30794	0	30794	0.0593	0.0078
		1646315	0	1646315	3.1712	1631053	1	1631054	3.1418	-0.0293
	SUB - TOTAL (B)(2)	16027093	453	16027546	30.8736	15615672	428	15616100	30.0810	-0.7925
	TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)	16122404	453	16122857	31.0572	15615672	428	15616100	30.0810	-0.9761
	TOTAL (A)+(B)	51912891	453	51913344	100.0000	51912916	428	51913344	100.0000	0.0000
C. SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED										
Promoter and Promoter Group		0	0	0	0.0000	0	0	0	0.0000	0.0000
Public		0	0	0	0.0000	0	0	0	0.0000	0.0000
TOTAL CUSTODIAN (C)		0	0	0	0.0000	0	0	0	0.0000	0.0000
GRAND TOTAL (A)+(B)+(C)		51912891	453	51913344	100.00	51912916	428	51913344	100.00	0.0000

IV. (II) PROMOTER & PROMOTER GROUP SHAREHOLDING

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year	Pledged Shares at beginning of the Year	Pledged Shares at end of the Year
		No of shares	% of total shares of the company	% of shares pledged /encumbered to total shares	No of shares	% of total shares of the company	% of share pledged / encumbered to total shares			
1	M. RAAJHENDHRAN	5863808	11.2953	0.9631	5863808	11.2953	0.9631	0	500000	500000
2	M. RAJARATHNAM	5863808	11.2953	0	5863808	11.2953	0	0	0	0
3	M. RAVINDRAN	5056000	9.7393	0	5362000	10.3287	0	0.5894	0	0
4	M. RAGHUNATHAN	5863808	11.2953	0	5863808	11.2953	0	0	0	0
5	R. AMUDHA	3543284	6.8253	0	3543284	6.8253	0	0	0	0
6	R. ARUNA	3543268	6.8253	0	3543268	6.8253	0	0	0	0
7	R. VIJAYALAKSHMI	2513243	4.8412	3.8525	2714000	5.2279	0	0.3867	2000000	0
8	R. USHA RANI	3543268	6.8253	0	3543268	6.8253	0	0	0	0
	Total	35790487	68.9423	4.8156	36297244	69.9184	0.9631	0.9761	2500000	500000

DIRECTOR'S REPORT ANNEXURES

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY) - Contd.

(III) CHANGE IN PROMOTOER'S SHAREHOLDING (please specify, if there is no change)

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	M. RAAJHENDHRAN				
	At the beginning of the year 01-Apr-2015	5863808	11.30	5863808	11.30
	At the end of the Year 31-Mar-2016	5863808	11.30	5863808	11.30
2	M. RAJARATHNAM				
	At the beginning of the year 01-Apr-2015	5863808	11.30	5863808	11.30
	At the end of the Year 31-Mar-2016	5863808	11.30	5863808	11.30
3	M. RAVINDRAN				
	At the beginning of the year 01-Apr-2015	5056000	9.74	5056000	9.74
	Purchase 23-04-2015	175000	0.34	5231000	10.07
	Purchase 16-06-2015	131000	0.25	5362000	10.33
	At the end of the Year 31-Mar-2016	5362000	10.33	5362000	10.33
4	M. RAGHUNATHAN				
	At the beginning of the year 01-Apr-2015	5863808	11.30	5863808	11.30
	At the end of the Year 31-Mar-2016	5863808	11.30	5863808	11.30
5	R. AMUDHA				
	At the beginning of the year 01-Apr-2015	3543284	6.83	3543284	6.83
	At the end of the Year 31-Mar-2016	3543284	6.83	3543284	6.83
6	R. ARUNA				
	At the beginning of the year 01-Apr-2015	3543268	6.83	3543268	6.83
	At the end of the Year 31-Mar-2016	3543268	6.83	3543268	6.83
7	R. VIJAYALAKSHMI				
	At the beginning of the year 01-Apr-2015	2513243	4.84	2513243	4.84
	Purchase 23-April-2015	200000	0.39	2713243	4.07
	Purchase 11-Sep-2015	757	0.00	2714000	5.23
	At the end of the Year 31-Mar-2016	2714000	5.23	2714000	5.23
8	R. USHA RANI				
	At the beginning of the year 01-Apr-2015	3543268	6.83	3543268	6.83
	At the end of the Year 31-Mar-2016	3543268.00	6.83	3543268	6.83

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY) - Contd.

(IV) CHANGE IN SHAREHOLDING OF TOP TEN PUBLIC SHAREHOLDERS

Shareholding at the beginning of the year (April 1, 2015)				Shareholding at the end of the year (March 31, 2016)	
Sl No	Name of Shareholder	No of Shares	% Equity Share Capital	No of Shares	% Equity Share Capital
1	KIRAN KUMAR. M .	1944692	3.75	4092692	7.88
2	SANGEETHA	875304	1.69	1268037	2.44
3	HEMA KIRAN KUMAR	808000	1.56	808000	1.56
4	F6 FINSERVE PVT LTD	734961	1.42	487609	0.94
5	RAVINDRAKUMAR BOTHRA	519546	1.00	292114	0.56
6	UDIT BHATT	493666	0.95	469666	0.90
7	NARESH KUMAR CHHAJER HUF .	446729	0.86	445080	0.86
8	LALIT KUMAR CHORDIA & SONS(HUF)	422201	0.81	420552	0.81
9	SUNITHA DEVI CHORDIA .	415378	0.80	418114	0.81
10	SAGAR TEX CREATION PRIVATE LIMITED	373572	0.72	568638	1.10

Note: The shares of the Company are substantially held in dematerialised form and are traded on a daily basis and hence date wise increase/decrease in shareholding is not indicated

DIRECTOR'S REPORT ANNEXURES

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY) - Contd.

(V) CHANGE IN PROMOTOER'S SHAREHOLDING (please specify, if there is no change)

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	M. RAAJHENDHRAN				
	At the beginning of the year 01-Apr-2015	5863808	11.30	5863808	11.30
	At the end of the Year 31-Mar-2016	5863808	11.30	5863808	11.30
2	M. RAJARATHNAM				
	At the beginning of the year 01-Apr-2015	5863808	11.30	5863808	11.30
	At the end of the Year 31-Mar-2016	5863808	11.30	5863808	11.30
3	M. RAVINDRAN				
	At the beginning of the year 01-Apr-2015	5056000	9.74	5056000	9.74
	Purchase 23-04-2015	175000	0.34	5231000	10.08
	Purchase 16-06-2015	131000	0.25	5362000	10.33
	At the end of the Year 31-Mar-2016	5362000	10.33	5362000	10.33
4	M. RAGHUNATHAN				
	At the beginning of the year 01-Apr-2015	5863808	11.30	5863808	11.30
	At the end of the Year 31-Mar-2016	5863808	11.30	5863808	11.30
5	S. JEYASEELAN				
	At the beginning of the year 01-Apr-2015	48	0.0000	48	0.0000
	At the end of the Year 31-Mar-2016	48	0.0000	48	0.0000

V. INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT

(Rs. in Million)

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Principal Amount	292.21	-	-	292.21
Interest Due but not paid;	-	-	-	-
Interest accrued but not due	3.81	-	-	3.81
Total	296.01	-	-	296.01
Change in Indebtedness during the financial year		-		
Addition	30.95	-	-	30.95
Reduction	-	-	-	-
Net Change	30.95	-	-	30.95
Indebtedness at the end of the financial year		-	-	
Principal Amount	323.16	-	-	323.16
Interest due but not paid	-	-	-	-
Interest accrued but not due	4.07	-	-	4.07
Total	327.23	-	-	327.23

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTOR :

SI.No	Particulars of Remuneration	Name of the MD/ WTD				Total Amount (in million)
	Name	Raajhendhran M	M. Rajarathnam	M. Ravindran	M. Reghunathan	
1.	Designation	MD	WTD	WTD	WTD	
2.	Gross salary (As per Income tax Act)	12.00	12.00	12.00	12.00	48.00
3.	Perquisites	-	-	-	-	-
4.	Profits in lieu of salary	-	-	-	-	-
5.	Stock Option	-	-	-	-	-
6.	Sweat Equity	-	-	-	-	-
7.	Commission (as % of profit and/or otherwise)	-	-	-	-	-
8.	Others (Contribution to Provident Fund)	-	-	-	-	-
9.	Total (A)	12.00	12.00	12.00	12.00	48.00
10.	Ceiling as per the Act	12.00	12.00	12.00	12.00	48.00

DIRECTOR'S REPORT ANNEXURES

NOTE ON MANAGERIAL REMUNERATION : During the 20th AGM held on 19th September 2014, as per approval from the Members of the company Pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the companies Act, 2013, for varying the terms and conditions of remuneration being paid/payable to Managing Director and Whole Time Directors of the company as enumerated here in below for the period from 01-04-2014 to 31-03-2016: Salary: Rs 1,20,00,000/- (Rupees One Crore and Twenty lacs only) per annum, effect from 01st day of April, 2014, 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. The above said remuneration and perquisites shall be fixed for a period of three years 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. The remuneration payable to Whole time directors and managing Director is governed by and 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. During year under review there is no revision / increment in the remuneration paid/ payable to the Managing Director / Whole-time Directors of the Company. Further at the 21st AGM held on 30-09-2015 the Managing Director and Whole Time Directors of the company have been reappointed to hold office for a further period of five years and their remuneration and others have been fixed in line with the requirements of the provisions of the Companies Act, 2013.

B: REMUNERATION TO OTHER DIRECTORS:

Name of the Director	Amount in Rs.			
	Sitting Fees	Commission	Others	Total
Independent Director				
R.RAJAGOPALAN	2,25,000	-	-	2,25,000
D.R.KAARTHIKEYAN	1,80,000	-	-	1,80,000
A.ARJUNA PAI	2,70,000	-	-	2,70,000
MOHAN KAMESWARAN	60,000	-	-	60,000
Total	7,35,000	-	-	7,35,000
Non-Executive director				
VIJAYALAKSHMI RAVINDRAN	60,000	-	-	60,000
Grand Total	7,95,000	-	-	7,95,000
Overall Ceiling as per Act	NA			

C: REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sl.No	Particulars of Remuneration	KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD		Total Amount (in million)
		Joseph Cheriyan	S Jeyaseelan	
1.	Designation	Company Secretary & Compliance Officer	Chief Financial Officer	
2.	Gross salary (As per Income tax Act)	2.860	0.929	3.789
3.	Perquisites	-	-	
4.	Profits in lieu of salary	-	-	
5.	Stock Option	-	-	
6.	Sweat Equity	-	-	
7.	Commission (as % of profit and/or otherwise)	-	-	-
8.	Others (Contribution to Provident Fund)	-	0.021	0.021
9.	Total (A)	2.860	0.950	3.810

VII: PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES UNDER PROVISIONS OF COMPANIES ACT : None

For and on behalf of the Board of Directors

Raajhendhran M
Chairman & Managing Director

Ravindran .M
Director

Place: Chennai
Date: 29th July, 2016

PARTICULARS OF REMUNERATION OF EMPLOYEES

{PURSUANT TO SECTION 197 READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014}

A. REMUNERATION OF EACH DIRECTOR AND KEY MANAGERIAL PERSONNEL (KMP) ALONG WITH PARTICULARS OF INCREASE IN REMUNERATION DURING THE FINANCIAL YEAR, RATIO OF REMUNERATION OF DIRECTORS TO THE MEDIAN REMUNERATION OF EMPLOYEES AND COMPARISON OF REMUNERATION OF EACH KMP AGAINST COMPANY'S STANDALONE PERFORMANCE:

NAME OF THE DIRECTOR/ KEY MANAGERIAL PERSONNEL	REMUNERATION IN MILLION	% INCREASE IN REMUNERATION	RATIO OF DIRECTORS REMUNERATION TO MEDIAN REMUNERATION	COMPARISON OF REMUNERATION OF EACH KMP AGAINST COMPANY'S PERFORMANCE	
				% OF TURNOVER	% OF NET PROFIT BEFORE TAX
EXECUTIVE DIRECTORS					
SHRI.M RAAJHENDHRAN - MD	12.00	NA	41:1	1.45%	-
SHRI.M RAJARTHNAM - WTD	12.00	NA	41:1	1.45%	-
SHRI.M RAVINDRAN - WTD	12.00	NA	41:1	1.45%	-
SHRI.M REGHUNATHAN - WTD	12.00	NA	41:1	1.45%	-
KEY MANAGERIAL PERSONNEL					
SHRI. JOSEPH CHERIYAN	2.86	10%	NA	0.34%	-
SHRI. S JEYASEELAN	0.93	10%	NA	0.11%	-

DIRECTOR'S REPORT ANNEXURES

Sr. No	Requirement	Disclosure
1	THE PERCENTAGE INCREASE IN MEDIAN REMUNERATION OF EMPLOYEES IN FY	10%
2	NUMBER OF PERMANENT EMPLOYEES ON THE ROLLS OF THE COMPANY	554
3	THE EXPLANATION ON THE RELATIONSHIP BETWEEN AVERAGE INCREASE IN REMUNERATION AND COMPANY'S PERFORMANCE	THE AVERAGE INCREMENT OF 10% DURING THE YEAR WAS IN LINE WITH THE MARKET TREND. IN ORDER TO ENSURE THAT THE REMUNERATION REFLECTS COMPANY PERFORMANCE, THE PERFORMANCE INCENTIVE IS ALSO LINKED TO ORGANIZATION PERFORMANCE APART FROM INDIVIDUAL PERFORMANCE.
4	COMPARISON OF THE REMUNERATION OF THE KEY MANAGERIAL PERSONNEL AGAINST THE PERFORMANCE OF THE COMPANY (STANDALONE)	THE AGGREGATE REMUNERATION OF EXECUTIVE DIRECTOR AND KEY MANAGERIAL PERSONNEL WAS 6.24 % OF TURNOVER DURING THE FINANCIAL YEAR

REQUIREMENT		DISCLOSURE		
5	Variations in the market capitalization of the Company price earning ratio as at the closing date of the current and previous financial year	PARTICULARS	Market Capitalization Ratio (Rs. In Million)	PRICE EARNING RATIO
		31.03.2016	2961	72.54
		31.03.2015	5949	-
		CHANGE %	-50.22%	-
6	Percentage increase or decrease in the market quotation or the shares of the Company in comparison to the rate at which the Company came out with the last public offer	Closing Market Price		
			BSE	NSE
		31.03.2016	57.05	57.20
		16.03.2007	56.49	56.50
		CHANGE %	1.75%	1.75%

*** IPO FOR EQUITY SHARES OF FACE VALUE OF RS. 10 EACH WAS @ 257 PER SHARE. THE VALUE IS ADJUSTED FOR SUB-DIVISION IN 2014 & 1:1 BONUS DECLARED IN 2014. (ADJUSTED PRICE IS DISCLOSED HERE)**

7	AVERAGE PERCENTILE INCREASE ALREADY MADE IN THE SALARIES OF EMPLOYEES OTHER THAN THE MANAGERIAL PERSONNEL IN THE LAST FINANCIAL YEAR AND ITS COMPARISON WITH THE PERCENTILE INCREASE IN THE MANAGERIAL REMUNERATION AND JUSTIFICATION THEREOF AND POINT OUT IF THERE ARE ANY EXCEPTIONAL CIRCUMSTANCES FOR INCREASE IN THE MANAGERIAL REMUNERATION	THE AVERAGE ANNUAL INCREASE IN THE SALARIES OF EMPLOYEES DURING THE YEAR WAS 10% WHILE THE AVERAGE INCREASE IN MANAGERIAL REMUNERATION DURING THE YEAR WAS NIL.
8	KEY PARAMETERS FOR ANY VARIABLE COMPONENT OF REMUNERATION AVAILABLE BY THE DIRECTORS	NOT APPLICABLE
9	THE RATIO OF THE REMUNERATION OF THE HIGHEST PAID DIRECTOR TO THAT OF THE EMPLOYEES WHO ARE NOT DIRECTORS BUT RECEIVE REMUNERATION IN EXCESS OF THE HIGHEST PAID DIRECTOR DURING THE YEAR	NOT APPLICABLE
10	AFFIRMATION THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY	THE COMPANY AFFIRMS THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY

B. PARTICULARS OF EMPLOYEES WHOSE REMUNERATIONS EXCEEDED RS.60 LACS PER ANNUM OR RS.5 LACS PER MONTH DURING FY 2015-16.

1. EMPLOYED THROUGHOUT THE YEAR AND IN RECEIPT OF REMUNERATION AGGREGATING RS. 60 LACS OR MORE PER ANNUM.

Sl.No.	NAME	AGE	DESIGNATION	REMUNERATION TOTAL (RS.)	QUALIFICATION	EXP IN YRS.	DATE OF JOINING	LAST EMPLOYMENT
	EXECUTIVE DIRECTORS							
1	SHRI.M RAAJHENDHRAN	66	CHAIRMAN & MANAGING DIRECTOR	1,20,00,000/-	PROFESSION	33	SINCE INCEPTION	NA
2	SHRI.M RAJARTHANAM	64	EXECUTIVE DIRECTOR-HEAD DISTRIBUTION	1,20,00,000/-	PROFESSION	30	SINCE INCEPTION	NA
3	SHRI.M RAVINDRAN	57	EXECUTIVE DIRECTOR-HEAD OPERATIONS	1,20,00,000/-	PROFESSION	25	SINCE INCEPTION	NA
4	SHRI.M RAGHUNATHAN	53	EXECUTIVE DIRECTOR-HEAD MARKETING	1,20,00,000/-	PROFESSION	25	SINCE INCEPTION	NA

2. EMPLOYED FOR PART OF THE YEAR AND IN RECEIPT OF REMUNERATION AGGREGATING RS. 5 LACS OR MORE PER MONTH

S. No.	NAME	AGE	DESIGNATION	REMUNERATION TOTAL (RS.)	QUALIFICATION	EXP IN YRS.	DATE OF JOINING	LAST EMPLOYMENT
	EXECUTIVE DIRECTORS							
1	SHRI.M RAAJHENDHRAN	66	CHAIRMAN & MANAGING DIRECTOR	1,20,00,000/-	PROFESSION	33	SINCE INCEPTION	NA
2	SHRI.M RAJARTHANAM	64	EXECUTIVE DIRECTOR-HEAD DISTRIBUTION	1,20,00,000/-	PROFESSION	30	SINCE INCEPTION	NA
3	SHRI.M RAVINDRAN	57	EXECUTIVE DIRECTOR-HEAD OPERATIONS	1,20,00,000/-	PROFESSION	25	SINCE INCEPTION	NA
4	SHRI.M RAGHUNATHAN	53	EXECUTIVE DIRECTOR-HEAD MARKETING	1,20,00,000/-	PROFESSION	25	SINCE INCEPTION	NA

NOTES:

1. ALL APPOINTMENTS ARE CONTRACTUAL AND TERMINABLE BY NOTICE ON EITHER SIDE.

2. NONE OF THE EMPLOYEES, EXCEPT MR. R. NACHIAPPAN AND MR. CHINNA NACHIAPPAN - CHIEF BUSINESS DEVELOPMENT OFFICER - INTERNET BUSINESS ARE RELATED TO ANY OF THE DIRECTORS.

3. REMUNERATION INCLUDES SALARY, ALLOWANCES, COMPANY'S CONTRIBUTION TO PROVIDENT FUND, MEDICAL BENEFITS, LEAVE TRAVEL ALLOWANCES & OTHER PERQUISITES AND BENEFITS VALUED ON THE BASIS OF THE PROVISIONS OF INCOME TAX ACT, 1961.

DIRECTOR'S REPORT ANNEXURES

SECRETARIAL AUDIT REPORT Form No. MR-3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
RAJ TELEVISION NETWORK LIMITED,
NO.32, POES ROAD, SECOND STREET,
TEYNAMPET,
CHENNAI - 600 018.

We were appointed by the Board of Directors RAJ TELEVISION NETWORK LIMITED (hereinafter called the Company) to conduct Secretarial Audit for the financial year ended 31st March, 2016.

We have conducted the Secretarial Audit in respect of compliance with applicable statutory provisions and adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Management's Responsibility for Secretarial Compliances

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Auditor's Responsibility

Our Responsibility is to express on the Secretarial records, standards and procedures followed by the Company with respect to secretarial compliances. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us provide a basis for our opinion.

Opinion

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on March 31, 2016 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under, as applicable;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder, as applicable;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder – Not Applicable
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment, as applicable;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- (As amended from time to time)
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements), 2009 – **Not applicable as the Company did not issue any security during the financial year under review;**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Effective 28th October 2014) – **Not applicable as the Company has not granted any Options to its employees during the financial year under review;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not applicable as the Company has not issued any debt securities during the financial year under review;**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable as the Company has not delisting of equity shares during the financial year under review;**
 - (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 – **Not applicable as the Company has not bought back any of its securities during the financial year under review.**

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India
- ii) The SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 erstwhile Listing Agreements entered into by the Company with BSE Limited and NSE Limited.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the financial year ended on March 31, 2016 complied with the aforesaid laws. Material compliances are listed in the Annexure attached to this Report.

Based on information received and records maintained, We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of executive directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried in compliance with the provision of the act.
2. Adequate notice was given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Decisions at the Board Meeting, as represented by the management and recorded in minutes, were taken unanimously.

Based on the compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary in practice and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has:-

- (a) Adequate system and process commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and
- (b) Complied with the following other laws specifically applicable to the Company:-

1. Employees Provident Fund and Miscellaneous Provisions Act, 1952
2. Employees State Insurance Act, 1948
3. Factories Act, 1948
4. Income Tax Act, 1961 and Indirect Tax Laws
5. Minimum Wages Act, 1948
6. Payment of Bonus Act, 1965
7. Payment of Gratuity Act, 1972
8. Payment of Wages Act, 1936 and other applicable labour laws
9. Uplinking / downlinking policy/guidelines issued by Ministry of Information and Broadcasting;
10. The Cable Television Network (Regulations) Act, 1995 and rules framed thereunder; TRAI Regulations
11. Intellectual Property Rights related laws;
12. Standards of Quality of Service (Duration of Advertisements in Television Channels) (Amendment) Regulations, 2013 issued by Telecom Regulatory Authority of India; and
13. The Telecommunication (Broadcasting and Cable Services) Interconnection (Digital Addressable Cable Television Systems) Regulations, 2012.
14. Foreign Exchange Management Act, 1999 and RBI Rules and Regulations made thereunder;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing Regulations etc. as mentioned above.

We further report that compliance of applicable financial laws including direct and indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction, etc.

DIRECTOR'S REPORT ANNEXURES

ANNEXURE TO SECRETARIAL AUDIT REPORT

In our report and to the best of our information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its Officers and agents, We report that the Company has, during the financial year under review, complied with the provisions of the Acts, the Rules made there under and the Memorandum and Articles of Association of the Company with regard to:-

1. Maintenance of various statutory registers and documents and making necessary entries therein;
2. Contracts, Common Seal, Registered Office and publications of name of the Company;
3. Forms, returns, documents and resolutions required to be filed with the Registrar of Companies, Regional Director, Central Government, Company Law Board or such other authorities;
4. Service of documents by the Company to its Members, Directors, Stock Exchanges, Auditors and the Registrar of Companies;
5. Constitution of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee.
6. Appointment, Reappointment and retirement of Directors including Managing Director and payment of remuneration to them.
7. Establishment of Vigil Mechanism and providing to complainants, if any, unhindered access to the Chairman of the Audit Committee.
8. Disclosure Requirements in respect to their eligibility for appointment, declaration of their independence, compliance with the code of conduct for Directors and Senior Management Personnel as per Listing Regulations.
9. All transactions with related parties were in the ordinary course of business and arm's length basis and were placed before the Audit Committee periodically.
10. Establishment of Vigil Mechanism and providing to complainants, if any, unhindered access to the Chairman of the Audit Committee.
11. Constituting the Corporate Social Responsibility (CSR) Committee. Formulating and adopting Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company.
12. Appointment of the following as Key Managerial Personnel:-
 - a. Mr. M. Raajhendhran - Chairman and Managing Director, re-designated as KMP
 - b. Mr. Joseph Cheriyan - Company Secretary, re-designated as KMP
 - c. Mr. M. Jayaseelan - CFO re-designated as KMP
13. Appointment and remuneration of Statutory Auditors and Cost Auditors;
14. Appointment of Internal Auditors
15. Notice of meeting of the Board and Committee thereof;
16. Minutes of meeting of the Board and Committees thereof including passing of resolutions by circulations;
17. Notice convening 21st Annual General Meeting held on 30th September, 2015 and holding of the meeting on that date;
18. Minutes of General Meeting;
19. Approvals of members, Board of Directors, Committees of Directors, and government authorities, wherever required;
20. Balance sheet as at 31st March 2016 as prescribed under Schedule III of the Companies Act, 2013 and Rules and Regulations made thereunder and requirements as to Profit and Loss Account for the year ended on that date as per the said Schedule;
21. Report of the Board of Directors for the Financial Year ended 31st March 2016;
22. Closure of Register of Members/records date for dividend;
23. Transfer and Transmission of equity shares of the Company and issue and delivery of Certificate(s) of such shares within the prescribed time limits;
24. Declaration and payment of dividend.
25. Transfer of amounts as required under the Act to the Investor Education and Protection Fund;
26. Investment of the Company's funds.

V.NAGARAJAN-PROPRIETOR
V.NAGARAJAN & CO
FCS No: 5626
C P No: 3288
Place: CHENNAI
Date:29-07-2016

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-16

(In accordance with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 erstwhile the listing agreement with Stock Exchanges ("Listing Regulations"))

The Corporate Governance Report for the year under Review from 1st April, 2015 to 31st March, 2016:

Corporate Governance is about promoting corporate fairness, transparency and accountability. The corporate governance structure specifies the distribution of rights and responsibilities of the Board, managers, shareholders and other stakeholders, and spells out the rules and procedures for making decisions on corporate affairs.

COMPANY'S PHILOSOPHY:

The corporate governance of the Company is based on the principles of good corporate citizenship which includes transparency, accountability and commitment to the organization and stake holders. The Company always commits and obliges to values, ethical business conduct and making a distinction between personal & corporate funds in the management of a Company. The Company as ongoing concern basis takes continuous steps for corporate excellence and continuous value addition to its overall growth. In this pursuit, Company's philosophy is led by strong emphasis on human values, individual dignity and adherence to honest, ethical and professional conduct.

POLICIES

In compliance with the requirements of SEBI (LISTING AND OTHER OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 {Listing Regulations} and Companies Act, 2013, Board of Directors of the Company has approved various policies, as detailed herein:

WHISTLE BLOWER & VIGIL MECHANISM POLICY

As per Section 177 of the Companies Act, 2013 and as per Listing Regulations, a comprehensive Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the employees and directors to report instances of any unethical act or suspected incidents of fraud or violation of Companies Code of conduct or ethics policy. This Policy (copy of which is uploaded on the website of the Company) safeguards whistle-blowers from reprisals or victimization.

CODE OF CONDUCT

The Company has also adopted a Code of Conduct for the Members of the Board of Directors and Senior Management and all the Directors and senior functionaries as defined in the Code provide their annual confirmation of compliance with the Code. Copy of the Code is available on the website of the Company www.rajtvnet.in. Besides the Code, the Company has also put in place a policy on Ethics at Work place, applicable to all employees.

A declaration affirming compliance with the Code of Conduct by the Members of the Board and Senior Management Personnel is given below

DECLARATION

I confirm that the Company has obtained from all Directors and Senior Management Personnel of the Company their affirmation of compliance with the Code of Conduct for Members of the Board and Senior Management of the Company for the financial year ended March 31, 2016.

RAAJHENDHRAN M
Chairman and Managing Director
Chennai, July 29, 2016

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Overview:

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues. The industry has been largely driven by increasing digitization and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

India has the third largest TV households globally, second to only China and the US. However, the digital TV penetration in India is very low at 36% as compared to more than 90% in countries such as Finland, Spain, UK, Bahrain, Saudi Arabia.

Television industry in India is on a transformation path. Multiple channels in each genre competing with each other for TRP, increasing pay TV penetration, expanding yet fragmented local as well as overseas viewership of Indian channels, demand for more specific content – clearly set the stage for the next level of growth and transition for players across the television value chain. Content creators and broadcasters need to be cognizant of the ever increasing demand for differentiated content. While on one hand, new digital content distribution platforms are emerging; on the other hand, new formats of entertainment - computers, mobiles and other handheld devices are gaining importance. Monetization of content through these new opportunities in existing platforms and new media platforms are going to be key focus areas for the content owners.

DTH is leading the race for digitalization of the distribution system. Digitalization is not only expected to help the players in the value chain to realize the true potential of their content, but also to cater to the unique and diverse needs of the viewer when it comes to entertainment. LED and LCD Televisions are outselling the conventional televisions. New platforms for reaching consumers and new technologies in content management are providing unique opportunities to increase the shelf life of the content

The viewer today is not only looking for new-fangled content but is also very quality conscious. From new movie broadcasts to reality shows with more and more celebrity appearances, from IPL to EPL – the need for differentiated and fresh content is on an all time high.

At the national level, digitization is changing the way consumers view television, with broadcasters also seeing an opportunity in creating and show-

casing digital content. While the industry is enabling multi-screen viewership of TV content for viewers who are constantly on the move, the medium is attracting increasing number of local advertisers.

Regional GECs (General Entertainment Channels) have emerged as key focus areas for most of the players due to its connect with Non-Hindi Speaking Market audiences. The number of operational regional GECs is four times of national GECs. Regional channels are attractive for advertisers due to lower cost of connect with the right audience.

The Indian entertainment and media (M&E) sector is expected to grow at a CAGR of 10.3 per cent over the next four years to cross \$ 40 billion by 2020, predicts PwC's latest report - Global Entertainment & Media Outlook 2016-20.

Government Initiatives

The Government of India has supported Media and Entertainment industry's growth by taking various initiatives such as digitizing to the cable distribution sector to attract greater institutional funding, increasing FDI limit from 74 per cent to 100 per cent in cable and DTH satellite platforms, and granting industry status to the film industry for easy access to institutional finance.

The Ministry of Information and Broadcasting (I&B) is working towards promoting ease of doing business, which will ensure less regulation and facilitate India to become the hub of media and entertainment industry.

Road Ahead

The Indian Media and Entertainment industry is on an impressive growth path. The revenue from advertising is expected to grow at a CAGR of 13 per cent and will exceed Rs 81,600 crore (US\$ 12.09 billion) in 2019 from Rs 41,400 crore (US\$ 6.14 billion) in 2014. Internet access has surpassed the print segment as the second-largest segment contributing to the overall pie of M&E industry revenues.

Television and print are expected to remain the largest contributors to the advertising pie in 2018 as well. Internet advertising will emerge as the third-largest segment, with a share of about 16 per cent in the total M&E advertising pie.

Company Overview:

Brief Description of the Company
Raj Television Network Limited (BSE: 532826 and NSE: RAJTVEQ) is one of the largest Tamil

television and broadcasting Company in southern region. The Company incorporated in 1994, broadcasts thirteen channels presently in various southern languages. Raj TV, its flagship television channel launched in 1994 was the first general entertainment channel of the Company. Besides Raj TV, the Company promotes Raj digital plus, an exclusive movie channel, three Raj Musix, Music Channels, one in each southern regional languages and three 24X7 News Channel. The Company gets its revenue primarily from advertisement and subscription of channels. The Company has also rolled into movie production and distribution business

Business of the Company

Raj TV currently operates 13 television channels in five languages including Tamil, Telugu, Kannada, Malayalam and Hindi. The company earns its revenue from following main segments:-

- a. Advertisement
- b. Air Time Charges
- c. Pay Channel Distribution Revenue
- d. Subscription Revenue
- e. Sales export Revenue

Business Description

Raj TV, today, is an established Television Company in the Tamil broadcasting industry in South India. The Network is presently runs 13 Channels and has 13 Channel licenses in various languages and genre and 3 more licenses are in the pipeline to launch 3 more channels. Raj TV has its own uplinking station and Exclusive Transponder facility. The broadcast of these two channels can be received in the whole of India, as well as parts of South East Asia, and the Middle East.

The company undertakes several production projects with the right mix of self produced and outsourced productions, to mitigate financial risk and obtain large revenues. With self-produced content, the company gets complete right over the content, and can build its own intellectual property base.

RAJ Network has an advantage of being a mass channel with its extensive line up of attractive programming to cater the entire family.

The channels of the network reach a wide variety of audiences as it satisfies people of all ages, The Channel offers a right mix of movies, serials, debates, cultural, educational, cookery, handicrafts and religious programmes satisfying the needs of the entire community ranging from Urban to the rural audience.

MANAGEMENT DISCUSSION AND ANALYSIS

RAJ TV CHANNELS



The People's Channel

RAJ DIGITAL PLUS



Raj Digital Plus is a Tamil Based Movie Channel.

RAJ NEWS TAMIL



Raj News is a Tamil Based 24/7 News Channel.

RAJ MUSIX TAMIL



Raj Musix is a Tamil Based Music Channel.

VISSA TV TELUGU



Vissa TV is a Family Entertainment Channel in Telegu.

RAJ NEWS KANNADA



Raj News Kannada is a Kannada Based 24/7 News Channel.

RAJ MUSIX KANNADA



Raj Musix Kannada is a Kannada Based Music channel.

RAJ NEWS TELUGU



Raj News Telugu is a Telugu Based News Channel.

RAJ MUSIX TELUGU



Raj Musix Telugu is a Telugu Based Music Channel.

RAJ NEWS MALAYALAM



Raj News Malayalam is a Malayalam Based 24/7 News Channel.

RAJ MUSIX MALAYALAM



Raj Musix Malayalam is a Malayalam Based Music Channel.

RAJ ASIA



Raj Asia is a GEC in Tamil Telecasted in Overseas.

RAJ PARIVAAR



Raj Parivaar is a GEC in Hindi.

Management discussion & Analysis -Expansion Proposals

Raj TV proposes to roll out future growth plan that comprises the following components:

- Strengthening the market position through better and captively produced content,
- Attract better revenues through better Advertisements and increased Subscriptions,
- Expand Raj TV reach through geographical expansions, and
- Strengthening Raj TV's base by engaging in Technological Up gradation.

a. Strengthening the market position through better and captively produced content

Raj TV intends to set up a new production

facility through by investing in new production studio to better the quality of content in our channels. Raj TV will invest in the production of new game shows, and live participatory talk shows, serials and movies to reinvigorate interest from past viewers and simultaneously entice new viewers from the market. It also intends to increase the spectrum of its broadcast offerings by initiating new channels to appeal to particular segments of the audience. Raj TV would be restructuring our content base to arrive at new and improved production of movies and serials to provide better quality viewing. Raj TV also intends to undertake the production of short films, which can be viewed through both theatre and TV alike.

b. Attract more revenues through better Advertisements and increased Subscriptions

Raj TV believes that with sound marketing strategy applied in the past and with new distribution strategies, it will be able to garner a large share in the Indian and overseas Tamil viewing market, which will push our subscription revenues. Raj TV believes that with the economy heading in the right direction, there will be a surge of advertisement revenues attributable to us. It also believes that the TV medium will surge and reach out to a larger mass in the years to come, and regional programming and viewing will further strengthen. Better penetration into market will also strengthen the subscriber's base which will in turn increase our subscription revenues as we are a pay channel.

MANAGEMENT DISCUSSION AND ANALYSIS

In addition, regulatory reforms such as the expansion of Digital access systems and direct-to-home ("DTH") broadcasting will help address the currently prevalent underreporting of subscribers, which would have a positive effect on our revenues from viewers.

c. Expand Raj TV reach through geographical expansions

RajTV intends to look international opportunities to expand its geographic coverage. It hopes to expand its viewership in the overseas market by catering to audiences demand regional channels such as theirs. This will entail entering into new markets in which there are large numbers of South Indian Audience across the world. Tamil audience today is not restricted to Tamil Nadu; they are avail tie in substantial population in Srilanka, Singapore, Malaysia, Europe. South Mauritius, Australia and Fiji. Raj TV plans to distribute its channels in these territories with local flavor and culture. It would like to enter into international distribution or our channels to cater to foreign markets. Nationally, it will also consider acquiring some other regional channels to expand into other language markets. New mediums of distribution platforms via Internet will augment a big expansion and currently the Network is fully available in electronic platforms and IPTV Platforms across the world.

d. Strengthening Raj TV's base by undertaking technological upgradation

RajTV would be upgrading its current technological competence by investing in new technologies to help in archiving and digitizing its content assets. The Broadcasting Technology is changing very dynamically year to year and the New Digital Platforms requires complete change in technology to cater the requirements. RajTV will be investing in new 3D camera setups, New Digital Studio and Broadcasting setup, ERP software for Integrated billing platforms.

A new Air-conditioned studio with better equipment would be set up and also would be equipped in technologies such as digital play-out server and digital archiving systems, for better preservation and retrieval of its valuable content.

RajTV also plans to exploit its content base through various new technological advancements such as broadband, IPTV and mobile apart from cable and DTH in India & overseas, which will enable them to reach and target new audience.

Outlook:

As the Company's channels are now available in DTH, IPTV and other digital platforms besides

cable distribution, the Company is hopeful of adding more subscription revenue. The Company is also expecting growth in advertisement revenue due to increase in advertisement spends by the business houses.

Segment:

The Company operates in "Broadcasting" segment.

Company Financials:

The total turnover of the Company for the Financial Year 2015-16 is Rs.8290.53 lakhs. The Loss before tax (PBT) and the Loss after tax (PAT) of the Company are Rs. 536.28 lakhs and Rs. 604.94 lakhs respectively.

Earnings Per Share (EPS):

The earning per share for the financial year 2015-16 is - Rs 1.17 on face value of Rs.5 per equity share

Human Resource:

The Company firmly believes that human resources is an important instrument to provide proper communication of the Company's growth story to its stake holders and plays vital role in the overall prospects of the Company. So the Company takes possible steps for the welfare of its manpower. The employee relationship is cordial throughout the year.

Risk Analysis and Management:

Like all business enterprise, the Company also operates in both risk and opportunity environment. Various risks which may affect the Company's performance and Company's preventive measures to avoid such risks are enumerated below:

Operational Risk:

The Company's operational performance may be affected because of increasing competition in the market and more and more new players entering this industry.

Financial Risk:

Cost of programming and content acquisition may affect its bottom line. The Company may from time to time launch new channels and may require more and more funds. The Company may need further funds for programming, contents for the new channels and movie production and distribution. So, the financial performance of the

Company may slow down unless the Company becomes successful in its business strategies. Decrease in advertisement expenditure can impact the revenue of the Company.

Strategic and other Risks:

It is very much unpredictable to figure out the consumer's choice and taste. If the Company's strategy does not meet the consumer's expectation, then the Company's performance may be affected. Other risks like change in Government's policy, Exchange rate fluctuation, seasonal risks etc may affect the growth pattern of the Company. The Company continuously reviews the existing system of operation and upgrades any change in technology from time to time. It will help the Company to give good quality program for its viewers and maintain its subscription base in spite of competition.

Internal Control:

The Company has a defined management reporting system and periodic reviews of its business to ensure timely check and decision-making. The Management Information System (MIS) forms an integral part of the Company's control mechanism. Any material change in the business process is reported to the Board regularly.

FORWARD LOOKING STATEMENT:

Members are cautioned that this discussion contains forward looking statement that involve risk and uncertainties including but not limited to risk inherent in the Company's growth strategy, development plan, market position, expenditure and financial results etc. This statement is based on certain assumptions and expectation of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results and performance could thus differ materially from those projected in any such statement. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statement on the basis of any subsequent developments, information or events.

For and on behalf of the Board of Directors

Raajhendhran M
Chairman & Managing Director

M.Ravindan
Director

Place: Chennai , Date: 29th July, 2016 .

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-16

(In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and erstwhile Clause 49 of the listing agreement with Stock Exchanges ("Listing Regulations"))

The Corporate Governance Report for the year under Review from 1st April, 2015 to 31st March, 2016:

Corporate Governance is about promoting corporate fairness, transparency and accountability. The corporate governance structure specifies the distribution of rights and responsibilities of the Board, managers, shareholders and other stakeholders, and spells out the rules and procedures for making decisions on corporate affairs.

1. COMPANY'S PHILOSOPHY

The corporate governance of the Company is based on the principles of good corporate citizenship which includes transparency, accountability and commitment to the organization and stake holders. The Company always commits and obliges to values, ethical business conduct and making a distinction between personal & corporate funds in the management of a Company. The Company as ongoing concern basis takes continuous steps for corporate excellence and continuous value addition to its overall growth. In this pursuit, Company's philosophy is led by strong emphasis on human values, individual dignity and adherence to honest, ethical and professional conduct.

POLICIES

In compliance with the requirements of the Listing Regulations, SEBI regulations and Companies Act, 2013, Board of Directors of the Company has approved various policies, as detailed herein:

WHISTLE BLOWER & VIGIL MECHANISM POLICY

As per Section 177 of the Companies Act, 2013 and as per Listing Regulations, a comprehensive Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the employees and directors to report instances of any unethical act or suspected incidents of fraud or violation of Companies Code of conduct or ethics policy. This Policy (copy of which is uploaded on the website of the Company) safeguards whistle-blowers from reprisals or victimization.

CODE OF CONDUCT

The Company has also adopted a Code of Conduct for the Members of the Board of Directors and Senior Management and all the Directors and senior functionaries as defined in the Code provide their annual confirmation of compliance with the Code. Copy of the Code is available on the website of the Company www.rajtvnet.in. Besides the Code, the Company has also put in place a policy on Ethics at Work place, applicable to all employees. A declaration affirming compliance with the Code of Conduct by the Members of the Board and Senior Management Personnel is given below

DECLARATION

I confirm that the Company has obtained from all Directors and Senior Management Personnel of the Company their affirmation of compliance with the Code of Conduct for Members of the Board and Senior Management of the Company for the financial year ended March 31, 2016.

Chennai,
July 29th, 2016

M RAAJHENDHRAN
Chairman and Managing Director

RELATED PARTY TRANSACTION POLICY

In compliance with the requirements of Listing Regulations the Board of Directors of the Company has approved a Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company. The said Related Party Transaction Policy can be viewed on www.rajtvnet.in

POLICIES & CODE AS PER SEBI INSIDER TRADING REGULATIONS

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI Circular no CIR/ISD/01/2015 dated May 11, 2015, the Company has:

- Formulated a Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with Regulation 8 (Code of fair disclosure) and published the same on its website at www.rajtvnet.in.
- Formulated a Code of Conduct for Regulating, Monitoring and Reporting of Trading by insiders in accordance with Regulation 9 (Code of Conduct).

Mr. Joseph Cheriyan, Compliance Officer & Company Secretary of the Company is Compliance officer for the purposes of Insider Trading Code, and the Investor Relations Officer for the purpose of Fair Disclosure policy.

FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through induction programs at the time of their appointment as Directors. While review and approval of quarterly and annual financial statements of the Company are taken up detailed presentation covering inter alia economy and industry overview, key regulatory developments, strategy and performance of individual channels / profit centres is made to the Board.

2. BOARD OF DIRECTORS:**Board Composition:**

Composition and Category of Directors.

Board of Directors of the Company has an ideal combination of Executive and Non-Executive Directors to ensure independent functioning. The Board consists of Nine Directors including Non- Executive Directors of eminent personalities with expertise in business, finance, taxation, legal and administration. The current composition of the Board is in conformity with the Listing Regulations. Mr. M. Raajhendhran, Managing Director is the Chairman of the Board who acts under guidance and supervision of the Board. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149 (6) of the Companies Act, 2013 and the Listing Regulations.

The composition of the Board of Directors as on March 31, 2016 are given below:

Category of Directors	No of Directors	Percentage to total no of Directors
Executive Director(s)	4	44.44%
Relative to Executive Director	1	11.12%
Non-Executive Independent Directors	4	44.44%
Total	9	100%

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

During the Financial Year under review, 4 (Four) meetings of the Board were held on May 27, 2015, July 21- 2015, October 23 -2015, January 29- 2016. The annual calendar of meetings is broadly determined at the beginning of each Financial Year.

Chairmanship held in Indian Public Companies and Membership/Chairmanship of various Board Committees of other Indian Public Companies as at March 31, 2016 are as under:

Name of the Director	Category	No. of Board Meetings held during the year		Attendance at the 21 st AGM held on 30 th September 2015	No. of Directorship held in other public Comp.	Number of Committee membership held in other Companies
		Held	Attended			
Shri. Raajhendhran M	MD	4	4	Yes	1	Nil
Shri. M. Rajarathinam	WTD	4	4	Yes	1	Nil
Shri. M. Ravindran	WTD	4	4	Yes	1	Nil
Shri. M. Reghunathan	WTD	4	4	Yes	1	Nil
Shri. D. R. Kaarthikeyan	NEID	4	3	Yes	10	5
Shri. A. Arjuna Pai	NEID	4	4	Yes	Nil	Nil
Shri. R. Rajagopalan	NEID	4	3	No	Nil	Nil
Shri.Mohan Kameswaran	NEID	4	2	No	Nil	Nil
Smt R.Viajayalakshmi	Woman Director	2	2	Yes	1	Nil

Note : MD- Managing Director, WTD- Whole Time Director, NEID- Non Executive and Independent Director.

BOARD PROCEDURE:

Board Meetings of the Company are duly called and held by giving proper notice. The Company Secretary in consultation with Chairman and other Directors drafts agenda of the Board meetings. All major agenda items along with comprehensive notes on each item in agenda are sent well in advance of the date of the Board meetings to enable the Board to take informed decision. Any Board member may in consultation with the Chairman bring up other additional matter for consideration by the Board. Heads of Departments of Finance and Strategic Planning are normally invited to the Board meetings to provide necessary insights into the working of the Company and for discussing corporate strategies and other related matters. The Board also reviews the minutes of the Audit Committee and other committees. The Board periodically reviews Compliance Reports in respect of laws and regulations applicable to the Company in succeeding meeting. A certificate signed by the Managing Director and Whole Time Director is placed before the Board on compliance with the financial disclosure as provided under the Listing Regulations. During the financial year under review, Board met 04 (four) times on May 27 – 2015, July 21- 2015, October 23 - 2015, January 29 - 2016. The maximum gap between two Board Meetings was four months as prescribed under Listing Agreement. The Board periodically reviews Compliance Reports in respect of various laws and regulations applicable to the Company.

Brief profile of the Directors of the Company to be appointed/re-appointed at the Annual General Meeting:-

NAME AND DESIGNATION	M. RAVINDRAN WHOLE TIME DIRECTOR DIN 00662830	A.ARJUNA PAI INDEPENDENT DIRECTOR DIN : 01830471
Profile	Mr. M. Ravindran, has been a Whole Time Director of the company since the date of incorporation. He is in charge of the in house production of various programs and overall operation of the Channels. Mr. Ravindran, equipped with technical expertise in the entertainment field, he looks after the technical aspects of the Company's operation. He is responsible for the launching of new channels and day to day programming of all channels. He is also responsible for the other day to day administrative and establishment affairs of the Company.	Mr. A. Arjuna Pai -a senior fellow member of The Institute of the Chartered Accountants of India, he is a partner in M/s Menon & Pai, a firm of Chartered Accountants engaged in audit and corporate advisory services. Before associating with M/s Menon & Pai he had occupied various key positions in some of the reputed organizations in Chennai with both financial advisory and administrative role. He is the Chairman of the Audit Committee of the Board of Directors of the Company.
Remuneration	Rs. 1,20,00,000/- Per Annum	Nil
Recognition or awards	NIL	NIL
Job profile and suitability	Mr. M. Ravindran, Whole Time Director of the company is actively involved in content acquisition for the day today operation and administrative control of the Company's Channel.	He is a Fellow member of Institute of Chartered Accountants of India and has wide experience in the field of accounts, finance and management.
Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any	He being promoter Directors is the relative of the whole time Directors & Managing Director. Besides, the Salary, Mr. M. Ravindran does not have any other pecuniary relationship with the Company.	He is an Non Executive Independent Director of the company and has no pecuniary relationship except receiving sitting fees on the meetings of the board or committees of the board of directors of the company.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

BOARD COMMITTEES

Particulars of Meetings of Board Committees held during the year along with details of Directors attendance at such Committee Meeting(s) are detailed herein:

Particulars of Committee Meetings	Audit Committee	Nomination & Remuneration Committee	Stakeholders Grievance Committee	Corporate Social Responsibility Committee
No of Meetings	5	1	1	1
		Directors Attendance		
Shri. Raajhendhran M.	NA	NA	2/2	NA
Shri. M. Rajarathinam	NA	NA	NA	NA
Shri. M. Ravindran	5/5	NA	2/2	NA
Shri. M. Reghunathan	NA	NA	NA	2/2
Shri. D. R. Kaarthikeyan	NA	0/2	2/2	2/2
Shri.. A. Arjun Pai	5/5	2/2	NA	1/1
Shri. R. Rajagopalan	4/5	2/2	NA	1/2
Shri.Mohan Kameswaran	NA	NA	NA	NA
Smt Vijayalakshmi Ravindran	NA	NA	NA	NA

Note: NA denotes that the director is not a Member of such Committee. Nil denotes that the director has not attended any meeting of such Committee during the year.

In compliance with the requirements of Listing Regulations and Section 149 read with Schedule IV of the Companies Act, 2013, the Independent Directors of the Company met on October 23, 2015 to review performance of the Chairman and other Non-Independent Directors, evaluate performance of the Board and review flow of information between the management and the Board.

Details of Board Committees are as mentioned herein:

A. AUDIT COMMITTEE

CONSTITUTION

As at March 31, 2016, the Audit Committee of the Board comprised of three (3) Directors including Mr. A. Arjuna Pai (FCA), Independent Director as Chairman and Shri. R Rajagopalan, Independent Director and Shri. M. Ravindran, Executive Director as its Members

The Broad terms of reference including the composition, name, number of meetings held and attended during the year is as below:

Name of the Director	Status and Category	No. of Meetings	
		Held	Attended
Mr. A. Arjuna Pai	Chairman- Independent & Non Executive Director	5	5
Dr. R. Rajagopalan	Member- Independent & Non Executive Director	5	4
Mr.M. Ravindran	Member- Executive Director	5	5

During the year under review, five (5) meetings of the Audit Committee were held on May 15 – 2015, May – 27, 2015, July 21 - 2015, October 23 – 2015, January 29 - 2016.

TERMS OF REFERENCE

The Terms of reference and role of the Audit Committee are as per guidelines set out in Part C of shedule II of SEBI(LODR) , 2015 and Section 177 of Companies Act, 2013. The Committee meets periodically and inter alia reviews:

- Accounting and financial reporting process of the Company;
- Audited and Un-audited financial results;
- Internal Audit reports, risk management policies and reports on internal control system;
- Discusses the larger issues that are of vital concern to the Company including adequacy of internal controls, reliability of financial statements/other management information, adequacy of provisions for liabilities and whether the audit tests are appropriate and scientifically carried out in accordance with Company's current business and size of operations;
- Transactions proposed to be entered into by the Company with related parties and approves such transactions including any subsequent modifications there to;
- Functioning of Whistle Blower & Vigil Mechanism Policy; and
- Recommends proposals for appointment and remuneration payable to the Statutory Auditor, Internal Auditors and Chief Financial Officer, Company Secretary KMP and Relatives of KMP.

The Audit Committee also reviews adequacy of disclosures and compliance with all relevant laws.

The Audit Committee has been additionally vested with powers and functions of Risk Management Committee which inter alia includes :

- review of risk management policies and business processes to ensure that the business processes adopted and transactions entered into by the Company are designed to identify and mitigate potential risk;
- laying down procedures relating to Risk assessment and minimization; and
- formulation, implementation and monitoring of the risk management plan.

Audit Committee meetings are generally attended by the Managing Director & Chief Executive Officer, Chief Financial Officer and representative of Statutory Auditors of the Company. Internal Auditors attend Audit Committee Meetings wherein the Internal Audit reports are considered by the Committee. The Company Secretary acts as the Secretary of the Audit Committee.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

B.REMUNERATION COMMITTEE:**a) Nomination and Remuneration Committee:****CONSTITUTION**

In compliance with requirements of Listing Regulations and Section 178 of the Companies Act, 2013, during financial year 2015-16, the Board has "Nomination and Remuneration Committee" which comprises all Non-Executive Independent Directors and comprises of Dr. R. Rajagopalan, as Chairman, Mr. A. Arjuna Pai and Mr. D. R. Kaarthikeyan as member. During the year under review the Committee met twice on May 15, 2015 and January 29, 2016.

TERMS OF REFERENCE

The terms of reference of the Nomination and Remuneration Committee include:

- Formulation of guidelines for evaluation of candidature of individuals for nominating and/ or appointing as a Director on the Board including but not limited to recommendation on the optimum size of the Board, age / gender / functional profile, qualification / experience, retirement age, number of terms one individual can serve as Director, suggested focus areas of involvement in the Company, process of determination for evaluation of skill sets, etc.
- Formulation of the process for evaluation of functioning of the Board – individually and collectively and making recommendation as to the Board remuneration including the salary and/or commission payable to the Directors; and Chief Financial Officer, Company Secretary KMP and Relatives of KP.
- Recommend nominations / appointments to the Board, including Executive Directors / Independent Directors and suggest the terms of such appointments;
- Recommend all elements of remuneration package of Whole-time Directors including increment / incentives payable to them within the limits approved by the Board / Members; and
- Decide and approve issuance of Stock Options, including terms of grant etc under the Company's Employee Stock Option Scheme.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

Performance of each of the Independent Directors are evaluated every year by the entire board with respect to various factors like personal traits which include business understanding, communicate skills, ability to exercise objective judgment in the best interests of the Company and on specific criteria which include commitment, guidance to Management, deployment of knowledge and expertise, management of relationship with various stakeholders, independence of behaviour and judgment, maintenance of confidentiality and Contribute to corporate governance practice within the Company.

REMUNERATION POLICY

The guiding principle of the remuneration policy of the Company is that the remuneration and other terms of engagement / employment shall be competitive enough to ensure that the Company is in a position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's management year on year thereby creating long-term value for all stakeholders of the Company. An extract of the Remuneration policy approved by the Nomination & Remuneration Committee of the Board has been included as a part of this Annual report.

The remuneration paid to the Managing Director and other Executive Directors during the period under review are as follows:

Name and Designation	Period	Salary and Allowances (Amount in Rs.)
Mr. M. Raajhendhran, Managing Director	01-04-2015 to 31-03-2016	1,20,00,000/-
Mr. M. Rajarathnam, Director	01-04-2015 to 31-03-2016	1,20,00,000/-
Mr. M. Ravindran, Director	01-04-2015 to 31-03-2016	1,20,00,000/-
Mr. M. Raghunathan, Director	01-04-2015 to 31-03-2016	1,20,00,000/-

At the 21st AGM held on 30th September, 2015, all the above directors have been re-appointed for a further period of Five years starting from 01-04-2016 to 31-03-2021. Due to the inadequacy of profit, the company had adopted for the payment of the remuneration the limits prescribed under Schedule V – Part II based on the effective capital of the company. The committee based on the the effective capital of the company, limits of remuneration and other details as specified under Section II and III of the Part of II of the Schedule V of the Companies Act, 2013 the remuneration to the Managing Director and Whole Time Directors of the company have been fixed. The remuneration paid is within the limits prescribed by the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions if any of the companies Act, 2013, adopt and approved by members during the 21st AGM held on 30th September 2015.

During the period under review, no increment or variation effected for the remuneration paid to Managing Director and other Executive Directors.

REMUNERATION PAYABLE TO NON-EXECUTIVE DIRECTORS

Non-Executive Independent Directors on the Board of Directors of the company has helped the company to achieve multifold growth. Each independent director brings to the Board vast experience and intellect in multifarious fields relevant to the unique requirements of the company. In the light of the services rendered by Non Executive Independent Directors for the business of the company and in keeping with the best corporate governance principles it is considered desirable that they are remunerated for their contribution made to the company. The sitting fees for the directors of the company are as under:

For Attending Board meeting: Rs.30,000/= (Rupees thirty thousand only)

For attending committee meeting of the Board: Rs.15,000/= (Rupees fifteen thousand only) .

Details of the remuneration paid/payable to the Non-Executive Directors of the Company for Financial year 2015-2016 are as under:

Particulars	Sitting fees paid for attending Board Meetings held during the year including Separate meeting of Independent Directors	Sitting fees paid for attending Audit Committee	Sitting fees paid for attending Nomination & Remuneration Committee	Sitting fees paid for attending Stakeholders Grievance Committee	Sitting fees paid for attending Corporate Social Responsibility Committee / Others
No of Meetings	4+1	5	2	2	2
Directors Attendance					
Shri. D. R. Kaarthikeyan	120000	NA	Nil	30000	30000
Shri.. A. Arjun Pai	150000	75000	30000	NA	15000
Shri. R. Rajagopalan	120000	60000	30000	NA	15000
Shri.Mohan Kameswaran	60000	NA	NA	NA	NA
Smt Vijayalakshmi R	60000	NA	NA	NA	NA

The Non-Executive Independent Directors of the Company do not have any other material pecuniary relationships or transactions with the Company or its directors, senior management, subsidiary or associate, other than in normal course of business.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE**CONSTITUTION**

In compliance with Section 178 of the Companies Act, 2013, during financial year 2015-16, the Board has 'Stakeholders Relationship Committee', which currently comprise of Mr. D. R. Kaarthikeyan, Non Executive Independent Director as Chairman, Mr. Raajhendhran M Managing Director and Mr. M. Ravindran, Executive Director as Member. The Company Secretary is the Secretary of the Committee. The role of the Shareholders and Investor Grievance Committee is to ensure efficient transfer of shares and proper and timely attendance of investors' grievances. The Company Secretary is the Compliance Officer of the Company. During the year under review, Share Transfer and Investor Grievance Committee met Two times on May 27, 2015 and October 23, 2015. All committee members attended the meeting. The Company has received the report from M/S Cameo Corporate Services Limited, Chennai, the Registrar and Share transfer Agent for the and observed that no complaints or grievances reported from shareholders. The Company has exclusively designated the following email id for the investor relations: redressal@rajtvnet.in.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

TERMS OF REFERENCE

Terms of reference of the Stakeholders Relationship Committee is to supervise and ensure efficient transfer of equity and preference shares of the Company and proper and timely attendance of investors' grievances. The Committee has delegated the power of approving requests for transfer, transmission, rematerialisation, and dematerialization etc of shares of the Company to the executives in the Secretarial Department of the Company.

Details of number of requests/complaints received from investors and resolved during the year ended March 31, 2016, are as under:

Nature of Correspondence	Received	Replied / Resolved	Pending
Non –receipt of Dividend Warrants	0	0	0
Non receipt of Share certificates	1	1	0
Letter received from SEBI/Stock Exchanges	1	1	0
Non-receipt of Annual Report	5	5	0
Dividend DD Revalidation requests.	1	1	0
Dividend credit Advice request	1	1	0

OTHER BOARD COMMITTEES

In addition to the above, the Board has constituted following Committees to exercise powers delegated by the Board as per the scope mentioned herein:

I) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

In compliance with the requirements of Section 135 read with Schedule VII of the Companies Act 2013, the Board has constituted Corporate Social Responsibility Committee comprising of Shri D.R. Kaarthikeyan –Non Executive Independent Director as the Chairman of the Committee, Shri. R. Rajagopalan Non-Executive Independent Director as member and Shri.M.Ragunathan – Executive Director as Member. A detailed report on CSR activities undertaken by the Company forms part of this Annual Report. The Corporate Social Responsibility Committee met Twiceduring the FY 15-16 on May 27, 2015 and October 23, 2015. All committee members attended the meeting.

6. ETHICS AND COMPLIANCE COMMITTEE

CODE OF CONDUCT:

The Company has laid down and adopted Code of Conduct for Members of the Board of Directors and Senior Management of the Company. The Code has been posted on Company's website. All the Directors and employees of the Company strictly adhere to the said code of conduct. A declaration signed by the Managing Director affirming compliance with the code of conduct is annexed herewith and forms part of this report.

PREVENTION OF INSIDER TRADING:

The Company has instituted a comprehensive Code of Conduct for the prevention of insider trading for its Directors/Designated employees/officers as laid down under SEBI (Insider trading) Regulation, 1992 on Insider Trading. All the Directors and Designated employees of the Company comply with such guidelines. The Company also maintains proper records with requisite particulars as per procedure and guidelines prescribed under the said regulations.

7. GENERAL BODY MEETING:

The 22nd Annual General Meeting of the Company for the Financial Year 2015-16 will be held on Friday ,30 the September 2016 at 10.00 a.m. Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004

i) The Company calls and holds the Annual general Meeting of the Shareholders after giving due notice to the members. The location, date and time of the Annual General Meetings held during last 3 years along with Special Resolution(s) passed at these meetings are:

Financial Year	Location	Date	Time	Special Resolutions passed
2012-13	Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004.	September 30,2012	10.00 A.M.	YES
2013-14	Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004.	September 19,2014	10.00 A.M.	YES
2014-15	Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004.	September 30,2015	10.00 A.M.	YES

ii) Whether any special resolution passed at previous 3 AGMs: YES

The Following Special Resolutions were passed at the Previous Year AGM held on 30th September 2015:

Details of Resolutions	Resolution Passed on	Total No of Votes in Favour	Total No of Votes against	% of votes in favor	% of Votes Against
Re-appointment of Shri M. Raajhendhran, Managing Director (holding DIN 00821144) for a further period of Five years from 01-04-2016 to 31-03-2021 and fixation his terms and conditions thereof.	30.09.2015	36736828	Nil	100	Nil
Re-appointment of Shri M. Rajarathinam, Whole Time Director (holding DIN00839174) for a further period of Five years from 01-04-2016 to 31-03-2021 and fixation his terms and conditions thereof.	30.09.2015	36736828	Nil	100	Nil
Re-appointment of Shri M. Ravindran, Whole Time Director (holding DIN 00662830) for a further period of Five years from 01-04-2016 to 31-03-2021 and fixation his terms and conditions thereof.	30.09.2015	36736828	Nil	100	Nil
Re-appointment of Shri M. Ragunathan, Whole Time Director (holding DIN 00662769) for a further period of Five years from 01-04-2016 to 31-03-2021 and fixation his terms and conditions thereof.	30.09.2015	36736828	Nil	100	Nil

All the above resolutions were passed with requisite majority.

No resolution was passed through Postal Ballot during the Financial Year 2015-16. None of the resolutions proposed at the ensuing Annual General Meeting need to be passed by Postal Ballot.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

8. DISCLOSURES:

The Whistle Blower & Vigil Mechanism Policy approved by the Board has been implemented and no personnel have been denied access for making disclosure or report under the Policy to the Vigilance Officer and/or Audit Committee.

There are no Related Party Transactions between the Company and its Promoters, Directors or Key Management Personnel or their relatives, having any potential conflict with interests of the Company at large.

There has not been any non-compliance by the Company and no penalties or strictures imposed by SEBI or Stock Exchanges or any other statutory authority on any matter relating to capital markets, during the last three years.

The Financial Statements of the Company are prepared on accrual system of accountings in accordance with Generally Accepted Accounting Principles in India along with the Accounting Standards issued by the Institute of Chartered Accountants of India and the Provisions of the Companies Act, 2013.

The Company also follows the guidelines laid in the Standards on Secretarial Practice of The Institute of Company Secretaries of India relating to meetings of Board and its Committees, General Meetings etc. as a regular practice.

The Company has complied with all the mandatory requirements of clause 49 of the listing agreement and it has been submitted to Stock Exchanges on quarterly basis.

COMPLIANCE WITH NON-MANDATORY REQUIREMENTS

The Company has complied with all mandatory requirements of Listing Regulations. The status of compliance with non-mandatory requirements of the Listing Regulations are as detailed hereunder:

Audit Qualification – The financial statements of the Company are unqualified.

9. RISK MANAGEMENT:

In compliance with the norms of the Listing Regulations, the Company continuously reviews all types of risks and takes possible steps to minimize the existing risk and check the future risk. The Company has also a regular review mechanism to curb out any anticipated risk.

10. MEANS OF COMMUNICATION:

The Company regularly sends the Annual Report to the shareholders in their residential address within time before Annual General Meeting of the Company. The Company also promptly intimates the financial results and outcome of the Board and Audit Committee immediately after the meeting for the information of the investors and shareholders. As required under the listing agreement the quarterly results of the Company are published in one English National Daily edition and one Tamil Regional Daily Newspaper. Moreover, all the important announcements and events including financial results are also up loaded regularly on the Company's website. Annual Report containing, inter alia, Audited Annual Accounts, Directors Report, Auditors Report and other important information is circulated to members and others entitled thereto by physical mode and electronic mode (email) as per the circular of Ministry of Corporate Affairs. Management Discussions and Analysis Report forming part of annual report are annexed separately.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

GENERAL SHAREHOLDER INFORMATION

1	Date, Time and Venue of Shareholders' Meeting	Meeting :Annual General Meeting Day & Date : Friday , 30 th September 2016 Time : 10:00 A M Venue : Bharatiya Vidya Bhavan,18-22, East Mada Street, Mylapore, Chennai-600 004
2	Financial Year	2015-2016
3	Date of Book Closure	Friday , 23rd September 2016 to Friday, 30th September 2016 (both days inclusive)
4	Dividend Payment Date	On or after October 5, 2016
5	Registered office & Address for correspondence	Raj Television Network Ltd, 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
6	Corporate Identification Number	L92490TN1994PLC027709
7	Listing on Stock Exchanges	BSE Limited BSE) The National Stock Exchange of India Limited (NSE)
8	Stock Code	BSE— 532826, RAJTV NSE— RAJTV EQ
9	ISIN No.	INE952H01027
10	Registrar & Share Transfer Agent	CAMEO CORPORATE SERVICES LIMITED Subramanian Building, No.1, Club House Road, Chennai-600 002 Phone No. 044-28460390-94, Fax No. 28460129 Email: cameo@cameoindia.com
11	Depository Platform	National Securities Depository Ltd (NSDL) Central Depository Services (India) Ltd, CDSL
12	Compliance Officer	Mr. Joseph Cheriyan, Company Secretary Email : Comp_sec@rajtvnet.in
13	Share Transfer System	The Company has appointed M/S Cameo Corporate Services Limited as Common Registrar and Share Transfer Agent (RTA) for both physical and dematerialized shares. All requests received by the Company/ RTA for Dematerialization, Rematerialization, Transfer, Transmission, Sub-Division, Consolidation of Shares or any other related matters are disposed off expeditiously within time.

Sub-division of Shares

Pursuant to the approval of the members at the Meeting held on March 14, 2014, the Company had sub-divided the nominal face value of its equity shares from Rs 10 per share to Rs 5 per share, with effect from March 31, 2014. From this day onwards trading in equity shares of Re 1 each commenced and consequently the equity shares of ` 10 each ceased to trade on the exchanges.

For the shareholders who were holding Equity shares in physical form, the Company had sent intimation to seek exchange of the old certificates of face value of Rs 10 each with new certificate of face value of Rs 5 each. For the shareholders holding shares in demat form, the depositories automatically gave the effect of splitting of face value of shares by way of a Corporate action dated March 25, 2014.

Shareholders who could not exchange their old Equity certificates earlier for the new certificates and who are desirous of exchanging the same, should write to the Company or its Registrar and Share Transfer agent requesting for sub-divided share certificate and attaching old share certificate in original

Unclaimed Shares

Pursuant to Clause 5A of the Listing Agreements, details in respect of the physical shares, which were issued by the Company from time to time and lying in the suspense account.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

Details of outstanding shares in raj Television Network Limited Unclaimed Shares Suspense Account.

Particulars	Aggregate Number of Shareholders	Shares lying in Suspense Account
Aggregate number of shareholders and the outstanding shares in the suspense account as at April 1, 2015	16	456
Fresh undelivered cases during the financial year 2015-16	Nil	Nil
Number of shareholders who approached the Company for transfer of shares from suspense account till March 31, 2016	Nil	Nil
Number of shareholders to whom shares were transferred from the Suspense account till March 31, 2016		
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2016	16	456

The voting rights on the equity shares outstanding in the suspense account as on March 31, 2016 shall remain frozen till the rightful owner of such shares claims the shares.

Dividend

The Board of Directors have recommended payment of Equity Dividend @ 0.25 paise per share on paid up value of Re 5 per share i.e. **5%** on the paid up equity capital of the Company and such Equity Dividend shall be payable upon approval by the Members of the Company on the outstanding capital as at the Record Date.

Equity Dividend, if approved by Members at the ensuing Annual General Meeting, will be paid to all those equity shareholders whose name appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrars on or before September 23rd, 2016 and in the list of beneficial owners furnished by National Securities Depository Limited and/or Central Depository Services (India) Limited, in respect of shares held in electronic form, as at the end of the business on September 23, 2016.

Details of Unpaid Dividend and IEPF Transfer details

Dividend for the financial year ended March 31, 2008, which remains unpaid or unclaimed, will be due for transfer to the Investor Education and Protection Fund on completion of seven years. Members who have not encashed their dividend warrant(s) issued by the Company for the financial year ended March 31, 2008, or any subsequent financial year(s), are requested to seek issue of duplicate warrant(s) by writing to the Registrar and Share Transfer Agent of the Company.

Information in respect of unclaimed dividend of the Company for the subsequent financial years and date(s) when due for transfer to Investor Education and Protection Fund is given below, in accordance with the provisions of Section 124 (5) of the Companies Act, 2013:

RAJ TELEVISION NETWORK LIMITED-UNPAID DIVIDEND ACCOUNT			
Nature of Dividend	DIVIDEND WARRANT DATE	UNPAID DIVIDEND AMOUNT (Rs)	DUE FOR IEPF TRANSFER
Final Dividend 2007-08	10.10.2007	54,355.00	TRANSFERRED TO IEPF
Final Dividend 2008-09	10.10.2008	93,546.00	TRANSFERRED TO IEPF
Final Dividend 2011-12	10.08.2012	37,279.00	29.08.2019
Final Dividend 2012-13	10.10.2013	43,356.00	09.11.2020
Interim Dividend 2013-14	20.02.2014	15,260.50	26.02.2021
Final Dividend 2013-14	10.10.2014	21,879.00	09.11.2021
Final Dividend 2014-15	10.10.2015	271,018.00	09.11.2022

PAN & Change of Address

Members holding equity share in physical form are requested to notify the change of address/dividend mandate, if any, to the Company's Registrar & Share Transfer Agent, at the address mentioned above.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding equity share in dematerialized form are requested to submit their PAN, notify the change of address/dividend mandate, if any, to their respective Depository Participant (DP). Members holding shares in physical form can submit their PAN, notify the change of address/dividend mandate, if any, to the Company/Registrar & Share Transfer Agent.

Share Transfer System

Equity Shares sent for physical transfer or for dematerialization are generally registered and returned within a period of 7 days from the date of receipt of completed and validly executed documents.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

DEMATERIALIZATION OF SHARES & LIQUIDITY

Dematerialisation of Shares & Liquidity to facilitate trading of Equity shares of the Company in dematerialised form the Company has made arrangements with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shareholders can open account with any of the Depository Participant registered with any of these two depositories. As on March 31, 2016, 99.99% of the equity shares of the Company is held by 8956 equity shareholders in the dematerialized form and the balance 0.01% is held by 77 equity shareholders in physical form. Entire equity shareholding of the promoters in the company is held in dematerialized form.

OUTSTANDING CONVERTIBLE SECURITIES

There are no outstanding Securities including Stock options issued by the Company and convertible into equity shares of the Company as at March 31, 2016.

Equity SHARE CAPITAL BUILD-UP

Particulars	Allotment Date	No. of Equity Shares	Face value (Rs.)	Cumulative No of shares	Cumulative Paid up Capital
Subscribers to Memorandum	03-06-1994	7	10	7	70
Further Issue of share capital Subscribed by existing share holders	14-12-2000	1784107	10	1784114	17841140
Bonus Issue – I (Bonus issue to Existing Equity Share holders @ rate of 5:1)	08-09-2006	8920535	10	10704649	107046490
Public Issue	31-03-2008	2273687	10	12978336	129783360
Stock Split (from Face Value Rs. 10 /- to Rs. 5/-)	31-03-2014	25956672	5	25956672	129783360
Bonus Issue –II (Bonus issue to Existing Equity Share holders @ rate of 1 :1)	31-03-2014	25956672	5	51913344	259566720
Issued and Paid-up Capital as at March 31, 2016			Rs.25,95,66720/-		

CAPITAL STRUCTURE as On Date

Period		Capital Structure (Raj Television Network)					
		Instrument	Authorized Capital	Issued Capital	- P A I D U P - (Rs. in Crores)		
From	To		(Rs. cr)	(Rs. cr)	Shares (nos)	Face Value	Capital
2015	2016	Equity Share	30	25.96	51913344	5	25.96
2014	2015	Equity Share	30	25.96	51913344	5	25.96
2013	2014	Equity Share	30	25.96	51913344	5	25.96
2012	2013	Equity Share	15	12.98	12978336	10	12.98
2011	2012	Equity Share	15	12.98	12978336	10	12.98
2010	2011	Equity Share	15	12.98	12978336	10	12.98
2009	2010	Equity Share	15	12.98	12978336	10	12.98
2008	2009	Equity Share	15	12.98	12978336	10	12.98
2007	2008	Equity Share	15	12.98	12978336	10	12.98
2006	2007	Equity Share	15	12.98	12978336	10	12.98
2005	2006	Equity Share	15	1.78	1784107	10	1.78
2004	2005	Equity Share	2	1.78	1784107	10	1.78

Share Holding Pattern: a- Distribution of Shareholding as on 31st March 2016.

Category (Amount)	No. of Cases	% of Cases	Total Shares	Amount	% of Amount
1 - 5000	8637	95.616	1338487	6692435	2.5783
5001 - 10000	154	1.7048	231839	1159195	0.4465
10001 - 20000	81	0.8967	244171	1220855	0.4703
20001 - 30000	33	0.3653	159347	796735	0.3069
30001 - 40000	15	0.166	105382	526910	0.2029
40001 - 50000	14	0.1549	129042	645210	0.2485
50001 - 100000	29	0.321	404703	2023515	0.7795
100001 - And Above	70	0.7749	49300373	246501865	94.9666
Total :	9033	100	51913344	259566720	100

Stock Market Data Relating to Equity Shares of the company Listed in India

Month	Bombay Stock Exchange (Amount in INR)			National Stock Exchange (Amount in INR)		
	High	Low	No Of Shares	High	Low	No Of Shares
Apr-15	119.00	107.00	4774972	114.80	106.35	73,16,867
May-15	116.30	110.20	3382950	116.60	110.30	63,96,745
Jun-15	114.80	40.90	2404723	114.50	42.50	36,15,715
Jul-15	86.00	38.90	2171641	86.00	40.80	30,04,107
Aug-15	84.95	50.10	504318	84.00	49.35	8,08,154
Sep-15	56.80	45.15	161513	57.15	45.00	6,91,038
Oct-15	83.45	45.35	626133	83.35	41.70	11,18,912
Nov-15	65.20	55.50	216786	66.00	51.60	8,03,558
Dec-15	63.00	52.30	330197	63.55	52.00	15,13,504
Jan-16	74.40	43.80	1225548	74.50	43.40	35,50,642
Feb-16	64.00	45.50	324932	65.00	47.05	11,67,319
Mar-16	64.90	48.80	1168674	64.45	49.00	23,80,043

Source: BSE website and NSE website.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

DEMATERIALISATION POSITION AS ON 31 MARCH 2016

CODE	NO.OF HOLDERS	TOTAL POSITIONS	% OF HOLDINGS
PHYSICAL	77	428	0.000824
NSDL	6044	39553303	76.191013
CDSL	2912	12359613	23.808161
TOTAL	9033	51913344	100

SHAREHOLDERS' CORRESPONDENCE

The Company has attended to all the investors' grievances/ queries/ Information requests except for the cases where the company is restrained due to some pending legal proceedings or court/statutory orders. It is the endeavor of the Company to reply all letters / communications received from the shareholders within a period of 5 working days. All correspondence may be addressed to the Registrar & Share Transfer Agent at the address given in this Shareholders Information section. In case any shareholder is not satisfied with the response or do not get any response within reasonable period, they may approach the Investor Relations Officer of the Company.

OUTSTANDING CONVERTIBLE SECURITIES

There are no outstanding Securities including Stock options issued by the Company and convertible into equity shares of the Company as at March 31, 2016
Categories of Shareholders as on March 31, 2016

Category	No of Holders	No of Shares	Percentage of Holding
PROMOTER & PROMOTER GROUP	8	36297244	69.92
Individual shareholders	8479	11061886	21.31
Domestic Companies	207	2923160	5.63
CLEARING MEMBERS	38	133086	0.26
HINDU UNDIVIDED FAMILIES	244	1467174	2.83
NON RESIDENT INDIANS	57	30794	0.06
Total	9033	51913344	100.00

CORPORATE BENEFITS TO INVESTORS DIVIDEND DECLARED FOR THE PAST YEARS

Announcement Date	Effective Date	DividendType	Dividend (%)	Remarks
27-05-2016	30.09.2016	Final	5	Rs.0.25 share(5%)Final Dividend (Proposed)
27-05-2015	18-09-2015	Final	10	Rs.0.50 per share(10%)Final Dividend
14-05-2014	08-09-2014	Final	5	Rs.0.25 share(5%)Final Dividend
28-01-2014	13-02-2014	Interim	5	Rs.0.50 per share(5%)Interim Dividend
27-05-2013	20-09-2013	Final	10	Rs.1.00 per share(10%)Final Dividend
30-04-2012	20-07-2012	Final	10	Rs.1.00 per share(10%)Dividend
29-07-2008	19-09-2008	Final	15	Rs.1.50 per share(15%)Dividend
30-07-2007	17-09-2007	Final	10	Rs.1.00 per share(10%)Dividend

Note: Final Dividend for the FY 2015-16

Dividend of Rs. 0.25 Per share of face value 5 each, recommended by Directors on 27th May 2016 is subject to declaration by shareholders at the ensuing Annual General Meeting.

BONUS ISSUES OF FULLY PAID-UP EQUITY SHARES

Financial Year	Ratio
2005-2006	5:1
2013-2014	1:1

Annexure PARTICULARS OF RELATED PARTY TRANSACTIONS
Form No. AOC-2

{Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014}

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto:

- Details of contracts or arrangements or transactions not at arm's length basis: The Company has not entered into any contract or arrangement or transaction with its related parties during financial year 2014-15.
- Details of material contracts or arrangement or transactions at arm's length basis:
 - Name(s) of the related party and nature of relationship – Not applicable
 - Nature of contracts / arrangements / transactions: Not applicable
 - Duration of the contracts / arrangements / transactions: Not applicable
 - Salient terms of the contracts or arrangements or transactions including the value, if any -NIL
 - Date(s) of approval by the Board, if any: Not applicable, since the no contract was entered into during the FY 2015-16
 - Amount paid as advances, if any: Nil

For and on behalf of the Board of Directors

Place: Chennai
Date: 29th July, 2016

M Raajhendhran
Chairman and Managing Director

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2015-2016

EXECUTIVE DIRECTORS



Mr. M. Raajhendhran,
Chairman & Managing Director

Mr. M. Rajarathnam, aged 63 years 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 two decades, built and nurtured an extensive network of both domestic and overseas clients through the sale of pre-recorded video cassettes and also exploit the same in other electronic and digital media like Compact Disk, Video Cd, Digital Video Disk etc. He is actively involved in content acquisition for the Company's Channel and distributing the channels in various territories and various internet based content distribution platforms.



Mr. M. Rajarathnam
Director - Distribution



Mr. M. Ravindran
Director - Operations

Mr. M. Raghunathan, aged 53 years has been a Whole Time director of the company since the date of incorporation and is heading the marketing efforts of the Company. Mr. Raghunathan, with strong client network and strategic plans, has developed business relationship with large number of corporate Houses and advertising clients across India and overseas. He has been instrumental in sustaining the broadcasting business and has contributed significantly towards the growth of advertisement revenues of the Company.



Mr. M. Raghunathan
Director - Marketing

NON-EXECUTIVE (INDEPENDENT) DIRECTORS



Mr. R. Rajagopalan
Independent Director

Mr. R. Rajagopalan, A retired Director General of Police, Tamil Nadu, he commenced his career in the Indian Army in October 1963. After joining the Indian Police Service in 1968, he had a distinguished career spanning over three decades with the police department. He has held senior positions such as Deputy Inspector General, CBI during 1983 – 1988. He was the Commissioner of Police from 1991 -1995 and the Director General of National Security Guard during 2001 – 2002. He has held four posts of DGP in Tamil Nadu and was awarded seven medals including President's Police Medal (1992) and the Indian Police Medal for Meritorious Service (1983) He holds a Masters in Business Administration and Law. He is the Chairman of Nomination and Remuneration Committee of the Board of Directors of the Company and member of the Audit Committee of the Board of Directors of the Company. He does not hold any share in the Company.

Mr. A. Arjuna Pai, A senior fellow member of The Institute of the Chartered Accountants of India, he is a partner in M/s Menon & Pai, a firm of Chartered Accountants engaged in audit and corporate advisory services. Before associating with M/s Menon & Pai he had occupied various key positions in some of the reputed organizations in Chennai with both financial advisory and administrative role. He is the Chairman of the Audit Committee of the Board of Directors of the Company and member of the Corporate Nomination and Remuneration Committee of the Board of Directors of the Company. He does not hold any share in the Company.



Mr. A. Arjuna Pai
Independent Director



Mr. D.R. Kaarthikeyan
Independent Director

Mr. D R Kaarthikeyan, retired from Indian Police Service after holding eminent positions like Director CBI and Director General of National Human Rights Commission .He holds a graduation degree in Science (Chemistry and Agriculture) and is also a Bachelor of Law. He began his career as a lawyer before he was selected for appointment in the Indian Police Service and in that capacity has held several positions including Director of Police, Academy, Mysore, Karnataka. He has been awarded the President's Police Medal and the Indian Police Medal for Meritorious Service, Delhi Ratna by the All India Conference of Intellectuals, New Delhi, Humanitarian Award from Internal Yoga International, USA for outstanding achievement in service to Humanity. At present he is the torchbearer on matters related to Law, Human Rights and Corporate Affairs. He is the Chairman of the Stake holders grievance Committee and member of Corporate Nomination and Remuneration Committee of the Board of Directors of the Company. He does not hold any share in the Company.

Mr. Mohan Kameswaran, is graduated from Madras Medical College. He got his MS from Madras Medical College, Chennai and his Fellowship at the Royal College of Surgeons, Edinburgh. Dr. Kameswaran is Consultant & Managing Director of Madras ENT Research Foundation Pvt. Ltd. Mr. Mohan Kameswaran is a highly acclaimed surgeon both nationally and internationally. He has been awarded Padmashri from the Government of India in 2006 for his long service in Medical Science. He was also awarded Indo-Australian award for his remarkable contribution in the medical science He is also an active writer in both national & international journals. He does not hold any share in the Company.



Mr. Mohan Kameswaran
Independent Director



Mrs Vijayalakshmi Ravindran
Woman Director

Mrs Vijayalakshmi Ravindran, Woman Director, A graduate in English Literature University of Madurai and posses vast experience and expertise in media and entertainment.

CERTIFICATION ON FINANCIAL STATEMENTS

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of,
Raj Television Network Limited

We have examined the compliance of conditions of Corporate Governance by Raj Television Network Limited (the Company), for the year ended 31 March 2016, as stipulated in Clause 49 of the Listing Agreement (Listing Agreement') of the Company with the stock exchanges for the period 1 April 2015 to 30 November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1 December 2015 to 31 March 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on representation made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement / Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For PRATAPKARAN PAUL & CO.,
Chartered Accountants
Firm Regn No.002777S

Pratapkaran Paul
Partner
M.No.023810

Place : Chennai
Date : 29th JULY 2016

CERTIFICATION ON FINANCIAL STATEMENTS

CERTIFICATION ON FINANCIAL STATEMENTS OF THE COMPANY

[Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

We, Raajhendhran M, Chairman & Managing Director and M Ravindran, Executive Director & Member of Audit Committee of Raj Television Network Limited ('the company'), certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2016 are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to taken to rectify these deficiencies.
- d) During the year:
 - i) there has not been any significant change in internal control over financial reporting;
 - ii) there have not been any significant changes in accounting policies; and
 - iii) there have been no instances of significant fraud of which we are aware that involve management or other employees having significant role in the Company's internal control system over financial reporting.

Raajhendhran M
Chairman and Managing Director

S.Jeyaseelan
Chief Financial Officer

Chennai, July 29, 2016

MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT

This is to confirm that the Company has adopted a Code of conduct for its Board Members and senior management of the Company. I confirm that the Company has in respect of the financial year ended March 31, 2016 received from the senior management team of the company and the members of the Board a declaration of compliance with the Code of conduct as applicable to them.

For Raj Television Network Limited

Place: Chennai
Date: 29th July 2016

Raajhendhran M
Chairman and Managing Director

AUDITOR'S REPORT

Independent Auditor's Report on the Standalone Financial Statements

To the members of, M/s. Raj Television Network Limited, Report on the Financial Statements

We have audited the accompanying financial statements of M/s. Raj Television Network Limited ('the Company') which comprises the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the Accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. in case of Balance Sheet, of the state of affairs of the Company as at 31st March 2016
- ii. in case of Statement of Profit and Loss, of the loss for the year ended on that date; and
- iii. in case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013, we enclose in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the said order.
2. As required by section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014
 - e. on the basis of written representations received from the directors as on 31st March 2016, and taken on record by the Board of Directors, none of the Directors are disqualified as on 31st March 2016, from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in the Annexure B; and
 - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company does not have any pending litigations which would impact financial position.
 - ii. the Company does not have any long term contracts including derivative Contracts: as such the question of commenting on any material foreseeable losses thereon does not arise,
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

For PRATAPKARAN PAUL & CO.,
Chartered Accountants,
Firm Regn No.002777S

Pratapkar Paul
Partner
M.No.023810

29th JULY 2016
Chennai

AUDITOR'S REPORT

Annexure A to the Independent Auditors' Report

- I. a. The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
b. As explained to us, all the assets have been physically verified by the management at a reasonable interval during the year. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
c. According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deed of immovable property are held in the name of the company.
- II. The inventory has been physically verified (copyrights of media content verified with reference to title documents/agreements) by the management at reasonable intervals during the year. As explained to us, no discrepancies were noticed on physical verification as compared to book records.
- III. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act.
- IV. In our opinion and according to the information and explanation given to us, and based on the legal opinion obtained by the Company, the Company has not granted any loans, or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has not made any investments and granted loans in respect of persons covered under the provisions of Section 186 of the Act.
- V. The Company has not accepted any deposits from the public.
- VI. The Central Government has not prescribed the maintenance of Cost Record under section 148 (1) of the Act, for any of the services rendered by the company.
- VII. a. According to the information and explanation given to us and the basis of our examination of the records of the company, amounts deduced/accrued in the books of account in respect of undisputed statutory dues including Service Tax, Income tax, Wealth tax, Employees State Insurance, Provident Fund, and other material statutory dues have been regularly deposited during the year by the Company with appropriate authorities.
According to the information and explanation given to us, no undisputed amounts payable in respect of Service Tax, Employees State Insurance, Provident Fund, and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they become payable.
b. According to the information and explanation given to us, there are no material dues of Service Tax, Income Tax, Wealth tax, Employees State Insurance, Provident Fund, other material statutory dues, which have not been deposited on account of any dispute.
- VIII. According to the information and explanation given to us, the company has not defaulted in repayment of dues to a financial institution, bank or debenture holder during the year.
- IX. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and has not obtained any term loans during the year.
Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
- X. According to the information and explanation given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- XI. In our opinion and according to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- XII. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- XIII. In our opinion and according to the information and explanations given to us, the Company has not entered into any transactions with related parties and the provisions of Sections 177 and 188 of Companies Act, 2013 is not applicable to the company.
- XIV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph of the Order is not applicable to the Company.
- XV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- XVI. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For PRATAPKARAN PAUL & CO.,
Chartered Accountants,
Firm Regn No.002777S

Pratapkaran Paul
Partner - M.No.023810

29th JULY 2016
Chennai

AUDITOR'S REPORT

Annexure B to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of M/s. Raj Television Network Limited ('the Company') as of 31st March 2016 in conjunction with our audit of the financial statement of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For PRATAPKARAN PAUL & CO.,
Chartered Accountants,
Firm Regn No.002777S

Pratapkaran Paul
Partner - M.No.023810

29th JULY 2016
Chennai

BALANCE SHEET

RAJ TELEVISION NETWORK LIMITED

No. 32, Poes Road, IInd Street, Teynampet, Chennai - 600 018

BALANCE SHEET AS AT 31.03.2016

(Amount in Rs.)

A	EQUITY AND LIABILITIES	S.No.	As at Year end 31.03.2016	As at Year end 31.03.2015
1	Shareholder' Funds			
	(a) Share Capital	3	25,95,66,720	25,95,66,720
	(b) Reserve and surplus	4	1,21,72,66,492	1,29,33,81,146
	(b) Money Received against Share Warrants		-	-
			1,47,68,33,212	1,55,29,47,866
2	Share Application money pending allotment		-	-
3	Non Current Liabilities			
	(a) Long Term Borrowings	5	3,16,93,861	1,38,30,010
	(b) Deffered tax Liabilities (Net)	6	7,30,31,952	6,61,65,864
	(c) Other Long Term liabilities	7	2,43,95,458	2,48,53,267
			12,91,21,271	10,48,49,141
4	Current Liabilities			
	(a) Short Term Borrowings	8	30,27,14,335	24,40,35,484
	(b) Trade Payables	9	8,20,89,938	42,92,184
	(c) Other current liabilities	10	83,17,989	3,81,49,430
	(d) Short term provisions	11	3,50,48,618	5,77,13,565
			42,81,70,880	34,41,90,663
	TOTAL - EQUITY AND LAIBILITIES		2,03,41,25,362	2,00,19,87,671

B	ASSETS			
1	Non - Current Assets			
	(a) Fixed Assets	12		
	i) Tangible assets		98,57,91,103	1,02,72,19,977
	ii) In tangible assets		-	-
	iii)Capital work in progress		-	-
	(b) Non Current Investments		-	-
	(c) Deffered Tax assets (Net)		-	-
	(d) Long term Loans and Advances	13	22,13,37,252	17,45,08,637
	(e) Other Non-Current Assets	14	60,78,916	3,92,53,751
			1,21,32,07,271	1,24,09,82,366
2	Current Assets			
	(a) Current Investments		-	-
	(b) Inventories	15	10,89,26,866	11,17,46,005
	(c) Trade Receivables	16	66,25,99,196	62,06,00,135
	(d) Cash and Cash Equivalents	17	4,93,92,029	2,86,59,165
	(e) Other Current Assets		-	-
			82,09,18,091	76,10,05,305
	TOTAL - ASSETS		2,03,41,25,362	2,00,19,87,671

	Significant Accounting Policies	2		
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The accompanying notes form an integral part of the Financial statements.

As per our report of even date

For Pratapkaran Paul & Co.,

Chartered Accountants.,

Firm Regn No.0027775

Pratapkar Paul

Partner

Membership No.023810

29th July 2016

Chennai

Raajhendhran M

Chairman & Managing Director

DIN: 00821144

For and on behalf of the Board of Directors

M.Ravindran

Director

DIN:00662830

S.Jeyaseelan

CFO

Joseph Cheriyan

Company Secretary

M No: 26524

PROFIT AND LOSS STATEMENT

RAJ TELEVISION NETWORK LIMITED

No. 32, Poes Road, IInd Street, Teynampet, Chennai - 600 018
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31.03.2016

(Amount in Rs.)

C	INCOME	Note	For the Year Ended 31.03.2016	For the Year Ended 31.03.2015
	(a) Revenue from Operations	18	82,44,72,919	82,50,11,366
	(b) Other Income	19	45,80,439	1,39,08,959
	Total Income from Operations		82,90,53,358	83,89,20,325
D	EXPENDITURE			
	(a) Cost of revenue	20	40,36,50,751	21,24,04,350
	(b) Employee Benefit Expenses	21	22,42,53,506	22,90,47,162
	(d) Finance Cost	22	4,52,22,356	6,47,14,162
	(c) Depreciation and Amortisation Expenses	12	6,54,32,381	6,33,46,509
	(e) Administrative and other Expenses	23	14,41,22,464	13,97,46,089
	Total Expenses		88,26,81,458	70,92,58,271
	Profit/ (Loss) before exceptional and extraordinary items and tax		(5,36,28,100)	12,96,62,054
	Exceptional Items		-	-
	Profit/ (Loss) before extraordinary items and tax		(5,36,28,100)	12,96,62,054
	Extraordinary Expenses		-	-
	Profit / (Loss) before tax		(5,36,28,100)	12,96,62,054
	- Current Year Tax		-	5,12,48,532
	- MAT Credit Entitlement		-	-
	- Deferred Tax Current Year		(68,66,088)	(31,69,738)
	- Current tax Expenses relating to previous years		-	-
	Profit / (Loss) After tax		(6,04,94,189)	8,15,83,260
	Nominal Value of Share (in Rs)		5.00	5.00
	Net profit attributable to equity shareholders		(6,04,94,189)	8,15,83,260
	Weighted Average Number of Shares Outstanding (***)		5,19,13,344	5,19,13,344
	Basic and diluted EPS before Extra Ordinary item(in Rs)		(1.17)	1.57
	Basic and diluted EPS after Extra Ordinary item(in Rs)		(1.17)	1.57

Notes Forming Part of the Financial Statements

The accompanying notes form an integral part of the Financial statements.

As per our report of even date

For Pratapkaran Paul & Co.,
Chartered Accountants.,
Firm Regn No.002777S

For and on behalf of the Board of directors

Pratapkaran Paul
Partner
Membership No.023810

Raajhendhran M
Chairman & Managing Director
DIN: 00821144

M. Ravindran
Director
DIN:00662830

S.Jeyaseelan
CFO

Joseph Cheriyan
Company Secretary
M No: 26524

29th July 2016
Chennai

CASH FLOW STATEMENT

RAJ TELEVISION NETWORK LIMITED

No. 32, Poes Road, IInd Street, Teynampet, Chennai - 600 018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2016

(Amount in Rs.)

	PARTICULRS	For the Year Ended 31.03.2016	For the Year Ended 31.03.2015
A	CASH FLOW FROM OPERATING ACTIVITIES		
1	Net Profit Before Tax and extra Ordinary Items	(5,36,28,100)	12,96,62,054
	Adjustments for:		
2	Loss / (Profit) on sale of asset	-	(160,000)
3	Depreciation and amortization	6,54,32,381	6,33,46,509
4	Dividend on Long term Investments	-	(71,250)
5	Profit/Loss on sale of Long term Investments	-	(41,88,466)
6	Interest paid	4,52,22,356	6,47,14,162
	Operating Profit before working capital Changes	5,70,26,637	25,33,03,008
	Adjustments for :		
7	Inventories	28,19,139	47,75,000
8	Trade Receivables	(4,19,99,061)	(3,78,95,850)
9	Long term Loan and Advances	3,75,94,752	45,99,196
10	Short term Loan and Advances	-	-
11	Other Long Term liabilities	(4,57,809)	10,59,013
12	Trade Payables	7,77,97,754	(2,19,91,949)
13	Other current liabilities	(2,98,31,441)	(2,83,92,393)
14	Short Term provisions	(71,38,933)	1,02,90,054
	Cash generated from Operation	9,58,11,038	18,57,46,079
15	Direct Tax	(5,12,48,532)	(3,18,94,975)
	Net Cash from Operating Activities	4,45,62,506	15,38,51,104
B	CASH FLOW FROM INVESTING ACTIVITIES		
1	Sale of Assets	-	160,000
2	Purchase of Fixed Assets	(2,40,03,509)	(2,14,23,661)
3	Purchase of Shares	-	-
4	Sale of Shares	-	1,53,56,131
5	Dividend on long term investments	-	71,250
6	Loss on sale of long term investments	-	-
	Net cash from Investing Activities	(2,40,03,509)	(58,36,280)
C	CASH FLOW FROM FINANCING ACTIVITIES		
1	Borrowal / (Repayment) of long term Borrowings	7,65,42,702	(11,67,91,240)
2	Interest	(4,52,22,356)	(6,47,14,162)
3	Dividend & dividend tax paid	(3,11,46,480)	(1,50,84,071)
	Net cash from Financing Activities	1,73,866	(19,65,89,473)
	Net increase / (decrease) in cash and cash equivalents	2,07,32,864	(4,85,74,649)
	Cash and cash equivalents as at the beginning of the year	2,86,59,165	7,72,33,814
	Cash and cash equivalents as at the end of the year	4,93,92,029	2,86,59,165

As per our report of even date

For Pratapkaran Paul & Co.,

Chartered Accountants.,

Firm Regn No.002777S

For and on behalf of the Board of directors

Pratapkaran Paul
Partner
Membership No.023810

Raajhendhran M
Chairman & Managing Director
DIN: 00821144

M. Ravindran
Director
DIN:00662830

S. Jeyaseelan
CFO

Joseph Cheriyan
Company secretary
M No: 26524

29th July 2016

Chennai

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note - 3 Share Capital	As at March 31 st 2016		As at March 31 st 2015	
	No of Shares	Amount in Rs	No of Shares	Amount in Rs
a. Authorised Capital 60000000 Equity Shares of Rs.5 each. (Previous year - 60,000,000 Equity Shares of Rs.5 each.)	60000000	30,00,00,000	60000000	30,00,00,000
b. Issued, Subscribed and fully paid up 51913344 Equity Shares of Rs.5 each.	51913344	25,95,66,720	51913344	25,95,66,720
	51913344	25,95,66,720	51913344	25,95,66,720

Refer Notes (i) to (iv) below:

Notes:

i) The Company has only one class of equity Share having a par value of Rs.5 per share (Previous year Rs.5 per share). Each Share holder is eligible for one Vote Per Share. The Dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting

ii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year is as follows:

Particulars	As at March 31 st 2016		As at March 31 st 2015	
	No of Shares	Amount in Rs	No of Shares	Amount in Rs
Issued Equity Shares				
Opening Balance	51913344	25,95,66,720	51913344	25,95,66,720
Changes During the Year				
i) Fresh Issue	-	-	-	-
ii) Split of shares	-	-	-	-
iii) Bonus Issue	-	-	-	-
Closing Balances	51913344	25,95,66,720	51913344	25,95,66,720

a) **12978336** shares were originally issued at Rs.10 per share as fully paid towards purchase consideration to the shareholders and in the financial year 2013-14 these shares were split into **25956672** shares of Rs.5 each/-

b) **25956672** shares were allotted as Bonus shares for consideration other than cash during the F.Y 2013-14

iii) Details of shares held by each shareholder holding more than 5% shares in the company

Particulars	As at March 31 st 2016		As at March 31 st 2015	
	No of Shares	% of Shares	No of Shares	% of Shares
M Raajhendhran	5863808	11.30%	5863808	11.30%
M Raghunathan	5863808	11.30%	5863808	11.30%
M Rajarathinam	5863808	11.30%	5863808	11.30%
M Ravindran	5362000	10.33%	5056000	9.73%
R Amudha	3543284	6.83%	3543284	6.83%
R Aruna	3543268	6.83%	3543268	6.83%
R Vijayalakshmi	2714000	5.23%	2513243	4.84%
R Usharani	3543268	6.83%	3543268	6.83%
Total	36297244	69.92%	35790487	68.94%

As per the records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(iv) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date 31/03/2016:

No of Shares
Equity shares allotted as fully paid up by way of bonus 25956672 shares were allotted as Bonus shares for consideration other than cash during the F.Y 2013-14
25956672

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note - 4 : Reserves and Surplus	As at March 31 st 2016	As at March 31 st 2015
(i) Securities Premium Account		
Balance in Securities Premium Account	43,18,19,058	43,18,19,058
(ii) Revaluation Reserve		
Land Revalued	44,20,45,618	44,20,45,618
(iii) Profit and Loss Account		
Balance as per last financial statements	38,13,67,636	40,16,41,693
Add : Profit / (Loss) transferred from Profit & Loss Account	(6,04,94,189)	8,15,83,260
	32,08,73,447	48,32,24,953
Less: Appropriations		
Proposed final Dividend (₹ 0.25 per Share)	1,29,78,336	259,56,672
Tax on Proposed Dividend	26,42,130	51,89,808
Amount transferred to General Reserve	-	-
(-) Previous year depreciation charged in compliance with Companies Act 2013	-	7,07,10,837
Net surplus in the statement of profit and loss	30,52,52,982	38,13,67,636
(iv) General reserve Transferred from the profit & loss A/c		
Balance as per the last financial statements	3,81,48,834	3,81,48,834
Add : Amount transferred from Statement of Profit & Loss Account	-	-
Balance at the end of year	3,81,48,834	3,81,48,834
Total Reserves and Surplus	1,21,72,66,492	1,29,33,81,146
Note - 5 : Long Term Borrowings	As at March 31 st 2016	As at March 31 st 2015
Secured Term Loans from bank	3,16,93,861	1,38,30,010
(Please refer Note below for security and terms of repayment)		
Nature of Security & Terms of Repayment	As at March 31 st 2016	As at March 31 st 2015
(i) This term loan from Canara Bank carries interest @ 14.25% p.a. and is repayable in 16 Quarterly instalments commencing from May'2012. The term loan is secured primarily by project assets at estimated cost of Rs.1401.76 lakhs, and secured by collateral security of Freehold land situated in New No.26,28,30,32 of Poes Road, Ilnd street, Teynampet, Chennai 600 018.	83,17,989	3,40,76,398
(ii) This term loan from Canara bank carries Base rate + 3.75% interest and repayable in 120 months EMI of Rs.3,27,000/- each. The term loan is secured by mortgage of 2550 sq ft building at Door No.53/1 and 53/2, New No.06, Poes Main Road, Teynampet, Chennai - 600018.	1,61,95,671	1,53,91,547
(iii) This Vehicle loan from Canara Bank carries interest @ 10% p.a. and is repayable in 60 monthly installments. The term loan is secured primarily by is secured by Hypothecation of Vehicle.	-	2,57,408
(iv) This Vehicle loan from Canara Bank carries interest @ 12% p.a. and is repayable in 60 monthly installments. The term loan is secured primarily by is secured by Hypothecation of Vehicle.	-	22,54,087
Note - 6 : Deferred Tax Liabilities (Net)	As at March 31 st 2016	As at March 31 st 2015
Balance as per last financial statements	6,61,65,864	6,93,35,602
Net deferred tax liability / (asset) represents the aggregate tax effect of the timing difference arising from "Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting"	68,66,088	(31,69,738)
Total	7,30,31,952	6,61,65,864
Note - 7 : Other Long Term liabilities	As at March 31 st 2016	As at March 31 st 2015
(a) Other Payables (Other Payables comprises of Interest free deposits from customers and Long term Capital under disputes and litigations)	2,25,00,000	2,25,00,000
(b) Provision for gratuity (Refer notes to accounts-Employee benefits)	18,95,458	23,53,267
Total	2,43,95,458	2,48,53,267

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note - 8 : Short Term Borrowings	As at March 31 st 2016	As at March 31 st 2015
Secured Working Capital Facility from		
a) Canara Bank	30,27,14,335	15,16,85,611
b) ICICI Bank	-	9,23,49,873
(Please refer note below for security details)		
Total	30,27,14,335	24,40,35,484
Nature of Security	As at March 31 st 2016	As at March 31 st 2015
"The working Capital loan from Canara bank(Sanction limit:15 crores) is secured primarily by Hypothecation of Book Debts and collateral securities at: 1. Freehold land (undivided share of land: 3650 Sq ft) and building at New No.32 (old No.13B), Poes Road, II Street, Teynampet, Chennai – 18 in the names of Shri Mani Raajhendhran, Shri Mani Ravindran, Shri Mani Rajaratnam and Sri Mani Raghunathan. 2. Freehold Land (Extent of site : 5170 Sq Ft) and Shed at New No.26 (Old No.15), Poes Road II Street, Teynampet, Chennai – 18 in the name of M/s. Raj Television Network limited. 3. Free Land & Building measuring 3800 Sq ft at Old No.14, New No.28, Poes Road, II Street, Teynampet, Chennai in the name of the company 4. Land & Building measuring 3950 Sq ft at Old No. 13, New 30, Block No.28, Poes Road, II Street, Teynampet, Chennai in the name of the company, and personal guarantees of whole time directors. 5. Vacant Land measuring 7647 sq ft located at Old No.51 & 52, New No.10 & 12, Poes Road, Teynampet, Chennai in the name of the company, and personal guarantees of whole time directors."	30,27,14,335	15,16,85,611
With reference to the ICICI bank loan as on 31.03.2015, the working Capital loan from the bank (Sanction limit:10 crores) is secured primarily by Pari passu charge in favour of the bank by way of Hypothecation of the company entire stock of raw material ,Semi finished and finished goods ,Consumable stores and such other moveables including book debts,bills whether documentary or clean,outstanding monies,receivables,both present and future and collateral securities at:5. Vacant Land measuring 7647 sq ft located at Old No.51 & 52, New No.10 & 12, Poes Road, Teynampet, Chennai in the name of the company, and personal guarantees of whole time directors.Durng the yaer (15-16) the loan was closed by way of Balance Take over by M/s Canara bank, Teynampet Branch	-	9,23,49,873
Note - 9 : Trade Payables	As at March 31 st 2016	As at March 31 st 2015
(a) Payable towards Purchases	8,20,89,938	1,241,053
(b) Amount due to Micro,small scale industries	-	-
(According to the records available with the Company, there were no dues payable to entities that are classified as Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 during the year.This has been relied upon by the auditors. Hence disclosures, if any, relating to amounts unpaid as at the year end together with the interest paid / payable as required under the said Act have not been given)	-	-
(c) Advance received from customers		-
(d) Payable towards Capital Expenditure		3,051,131
Total	8,20,89,938	4,292,184
Note - 10 : Other current Liabilities	As at March 31 st 2016	As at March 31 st 2015
(a) Current maturities of long-term debt -	83,17,989	35,637,935
(i) On Term Loans	-	
(ii) On Vehicle Loan		2,511,495
(See note 5 for the details of security & Terms of Repayment)		
Total	83,17,989	38,149,430
Note - 11 : Short Term Provisions	As at March 31 st 2016	As at March 31 st 2015
(a) Salaries, wages and other employee benefits payable	1,16,72,026	14,570,053
(b) Others		
(i) Proposed final dividend on equity shares	1,29,78,336	25,956,672
(ii) Tax on dividend	26,42,130	5,189,808
(iii) Statutory Tax and Expenses Payable	77,56,127	11,997,032
Total	3,50,48,618	57,713,565

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note - 12 : Fixed Assets											
S.No	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As on 01.04.2015	Additions	Deletions	As on 01.04.2016	As on 01.04.2015	For the period	Deletion	As on 01.04.2016	As on 01.04.2016	As on 01.04.2015
1	LAND **	665,804,165	-	-	665,804,165	-	-	-	-	665,804,165	665,804,165
2	BUILDING	75,591,352	2,129,549	-	77,720,901	8,505,288	2,900,458	-	11,405,746	66,315,155	67,086,064
3	PLANT & MACHINERY	582,575,899	16,903,241	-	599,479,140	323,987,441	45,102,948	-	369,090,389	230,388,751	258,588,458
4	COMPUTERS	69,787,409	2,624,423	-	72,411,832	54,223,734	13,171,940	-	67,395,674	5,016,158	15,563,675
5	VEHICLES	45,996,377	-	-	45,996,377	38,257,966	2,805,924	-	41,063,890	4,932,487	7,738,411
6	FURNITURE & FIXTURES	24,594,741	2,346,294	-	26,941,035	12,155,537	1,451,111	-	13,606,648	13,334,387	12,439,204
7	INTANGIBLE ASSETS	-	-	-	-	-	-	-	-	-	-
8	CAPITAL WORK IN PROGRESS	-	-	-	-	-	-	-	-	-	-
9	INTANGIBLE ASSETS UNDER DEVELOPMENT	-	-	-	-	-	-	-	-	-	-
Total		1,464,349,943	24,003,507	-	1,488,353,450	437,129,966	65,432,381	-	502,562,347	985,791,103	1,027,219,97

** The land has been revalued on 31st March,2014 based on the Chartered Engineer Certificate

Note - 13 : Long Term Loans and Advances	As at March 31 st 2016	As at March 31 st 2015
Unsecured and Considered Good		
(a) Capital Advances	12,97,92,962	11,52,31,008
(b) Security Deposits	2,38,32,372	2,37,23,495
(c) Loans and advances to employees	1,31,250	3,47,750
(d) Advance tax (net of provision for taxation)	5,38,83,503	2,11,21,833
(e) MAT Credit Entitlement	1,36,64,885	1,36,64,885
(f) Loans and advances to related parties	-	-
(g) Others	32,280	4,19,666
Total	22,13,37,252	17,45,08,637

Note - 14 : Other Non Current Assets	As at March 31 st 2016	As at March 31 st 2015
Prepaid Expenses	60,78,916	3,92,53,751
Total	60,78,916	3,92,53,751

Note - 15 : Inventories	As at March 31 st 2016	As at March 31 st 2015
Film Rights (Refer notes to accounts no 2.8) (At lower of cost and net realisable value)	10,89,26,866	11,17,46,005
Total	10,89,26,866	11,17,46,005

Note - 16 : Trade Receivables	As at March 31 st 2016	As at March 31 st 2015
Unsecured and considered good		
(a) Trade receivables outstanding for a period exceeding six months from the date they were due for payment	325,876,980	268,376,361
(b) Other trade receivables	336,722,217	352,223,774
Total	662,599,197	620,600,135

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note - 17 : Cash and Cash Equivalents	As at March 31 st 2016	As at March 31 st 2015
(a) Cash in Hand	20,116	10,446
(b) Balances with Scheduled Bank in-		
(i) On Deposit Account	2,00,00,000	2,00,00,000
(ii) On Current Account (Temporary Book Overdraft)	2,93,71,913	86,48,719
Total	4,93,92,029	2,86,59,165
Note: "Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements " .	49,392,029	2,86,59,165

Note - 18 : Revenue	For the year ended March 31 st 2016	For the year ended March 31 st 2015
Income from Broadcasting Operations	59,68,13,457	77,42,23,536
Income from Other Operations	7,01,59,462	5,07,87,830
Income from Sale of Film rights	15,75,00,000	-
Total	82,44,72,919	82,50,11,366

Note - 19 : Other Income	March 31 st 2016	March 31 st 2015
Interest on Bank Deposits and Income Tax	19,56,130	88,00,955
Dividend on Non-current Investments	-	71,250
Gain on foreign exchange fluctuation (net)	13,11,268	6,88,288
Other Non-Operating Income	13,13,041	43,48,466
Total	45,80,439	1,39,08,959

Note - 20 : Cost of revenue	March 31 st 2016	March 31 st 2015
Operating Expenses		
- Towards Production expense	27,36,50,751	21,24,04,350
- Towards Purchase of Film rights	13,00,00,000	-
Total	40,36,50,751	21,24,04,350

Note -21 : Employee Benefit Expenses	March 31 st 2016	March 31 st 2015
Directors Remuneration	4,80,00,000	4,80,00,000
Salary and Allowances	15,31,18,371	16,48,78,073
Staff Welfare	1,28,99,109	55,84,098
Contribution to Provident and other funds	83,40,568	79,24,008
Gratuity Expenses	18,95,458	26,60,983
Total	22,42,53,506	22,90,47,162

Note - 22 : Financial Expenses	March 31 st 2016	March 31 st 2015
Interest	4,27,27,421	6,42,65,787
Others	24,94,935	4,48,375
Total	4,52,22,356	6,47,14,162

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note - 23 : Administrative and other Expenses	For the year ended March 31 st 2016	For the year ended March 31 st 2015
Advertisement Expenses	1,12,13,591	31,74,338
Bad Debts written off	-	7,68,917
Commission	5,12,451	25,84,520
Carriage fee	1,65,09,830	2,56,65,021
Donation	-	45,00,000
Electricity Charges	2,08,42,500	1,54,61,283
Entertainment	20,68,121	15,85,279
Insurance	12,40,591	11,64,051
Internet & Website charges	44,90,247	34,18,522
Legal and Professional Fees *	80,93,427	1,07,53,593
Membership and subscription	18,06,758	17,43,750
Miscellaneous Expenses	8,19,709	22,55,772
Office Maintenance	6,57,451	16,86,793
Postage and Courier	8,66,039	9,54,894
Printing and Stationery	71,94,367	24,83,445
Rent	90,45,814	85,02,308
Rate and Taxes	56,01,421	18,20,064
Repair and Maintenance		
- Building	10,90,183	21,74,876
- Plant and Machinery	30,86,771	47,96,297
- Others	15,26,701	16,25,708
Sales Promotion	1,76,58,084	59,92,897
Security Charges	7,36,484	4,60,794
Sitting Fees	8,73,150	7,47,000
Telephone Charges	45,80,709	41,40,982
Traveling and Conveyance	82,68,447	1,14,58,608
Vehicle Maintenance	1,27,39,618	1,23,26,377
Expenses Incurred towards corporate social responsibility	26,00,000	75,00,000

Total**14,41,22,464****13,97,46,089**

*** Payments to the auditors comprises (excluding service tax input credit)**

a. Statutory audit fees

2,00,000

2,00,000

b. Tax Audit fees

1,50,000

1,50,000

c. Certification and other matters

4,00,000

4,00,000

Total**7,50,000****7,50,000**

NOTES ON ACCOUNTS

RAJ TELEVISION NETWORK LIMITED

Notes Forming Part of the Financial Statement for the financial Year ended 31st March 2016

1. Company Overview

The company was incorporated vide CIN. L92490TN1994PLC027709 dated 3rd June 1994 issued by Registrar of Companies Chennai, Tamil Nadu.

The Company's shares are listed on the Bombay stock exchange (BSE) and the National stock exchange (NSE) Limited. The company currently operates television channels in three south Indian languages predominantly to viewers in Tamil Nadu and Karnataka and also in Andhra Pradesh. The Company's flagship channel is Raj TV.

2. Significant Accounting Policies

2.1 Basis of Accounting

The financial statements are prepared on going concern basis in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) and comply in all material aspects with its accounting standards specified under Section 133 of the Companies Act, 2013 (Act) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The financial statements have been prepared on accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those of previous year.

2.2. Use of Estimates, Assumption & Accounting Judgments

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent gain or loss at the date of financial statements and the reported amount of revenue and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

2.3 Classification of Assets and Liabilities

Schedule III to the Companies Act, 2013 requires assets and liabilities to be classified as either Current or Non-current.

(a) An asset shall be classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realized within twelve months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

(b) All assets other than current assets shall be classified as non-current.

(c) A liability shall be classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within twelve months

after the reporting date; or

(iv) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

(d) All liabilities other than current liabilities shall be classified as non-current.

2.4 Operating Cycle

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company has ascertained the operating cycle as twelve months for the purpose of current or Non-current classification of assets and liabilities.

2.5 Fixed Assets

(a) Fixed assets are stated at their original cost of acquisition and installation less accumulated depreciation, amortisation and impairment losses, if any. Cost comprises of the purchase price and any other directly attributable cost of bringing the asset to its working condition for its intended use.

(b) Depreciation is provided on the straight-line method (SLM) using useful life prescribed in Part C of Schedule II of the Companies Act, 2013. Depreciation for asset purchased during a period is proportionately charged. Assets costing less than Rs.5,000/- each is fully depreciated in the year of capitalization. The useful life of the following class of assets specified in the Part "C" of Schedule II of the Companies Act, 2013 are as follows:

Category of assets	Useful life
Plant and machinery	13 Years
Vehicles	10 Years
Computer	3 Years
Building	30 Years
Furniture and fixtures	10 Years

2.6 Cash and Cash Equivalents

Cash and Cash equivalent comprises of Cash on Hand, Cash at bank and Demand Deposit with banks.

2.7 Cash Flow Statement

Cash flows are reported using the Indirect Method, whereby profit before tax is adjusted for the effects of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The Cash flow from Operating, Investing and financing activities of the company are segregated.

2.8. Inventory

Inventories comprises of films, TV Serials and other media contents which are not telecasted during the year, which are valued at cost.

2.9. Revenue Recognition

A. Income from Broad Casting Operation

Advertisement Revenue is recognized when the related advertisement or commercials are telecasted. Subscription revenue is recognized on completion of service. Sales comprises of amount invoiced net of discount to the customer for the services provided. Sale is recognised, when the

significant risks and rewards have been transferred to the customers in accordance with the agreed terms.

B. Income from Sale of film rights

The company has purchased film rights and the same has been sold taking the advantage of the favorable market opportunity.

C. Income from Other Operation

Other Income is generally accounted on accrual basis and also based on time proportion basis taking into account the applicable terms.

2.10. Foreign Currency Transactions

Foreign currency transactions are recorded at the exchange rates as on the date of the transaction and the exchange difference arising from foreign currency transaction is dealt with in Profit and Loss account.

2.11. Provision and Contingencies

A provision is recognized if, as a result of a past event, the company has a present legal obligation that is reasonably estimate, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

2.12. Earnings per Share

Basic earnings per share are computed by dividing the net profit after-tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilute potential equity shares.

The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilute potential equity shares are deemed convened as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

2.13 Taxation

Tax expense comprises current and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rate and tax laws enacted or substantially enacted as at the Balance Sheet date.

NOTES ON ACCOUNTS

Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realized.

Minimum Alternative Tax ('MAT') credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in the guidance note issued by Institute of Chartered Accountants of India ('ICAI'), the said asset is created by way of a credit to the statement of profit and loss. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

2.14 Employee Benefits

A. Short-term Employee Benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

B. Post-Employment Benefits

1. Provident Fund

Eligible employees receive benefits from a provident fund, which is defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

The contributions are made to the Regional Provident Fund Commissioner (RPFC) which is charged to the Statement of Profit and Loss as incurred. In respect of contribution to RPFC, the Company has no further obligations beyond making the contribution, and hence, such employee benefit plan is classified as Defined Contribution Plan. The Company's contribution is recognized as an expense in the Statement of Profit and Loss.

2. Gratuity

The Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. The plan provides a lump sum payment to vested employees at retirement, death while in employment or termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months.

Vesting occurs upon completion of five years of service. The Company has obtained insurance policies with the Life Insurance Corporation of India (LIC) and makes an annual contribution to LIC for amounts notified by LIC. The Company accounts for gratuity benefits payable in future based on an independent external actuarial

valuation carried out at the end of the year using the projected unit credit method. Actuarial gains and losses are recognized in the Statement of Profit and Loss in the period in which they arise.

2.15 Prior Period Items

Income or Expenses which arise in the current period as a result of change in the preparation of the financial statements of one or more prior periods is shown as "Prior Period Item".

2.16 Impairment of Assets

The Management periodically assesses using external and internal sources, whether there is an indication that an asset may, be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount.

The recoverable amount is the higher of the assets net selling price or value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized.

The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

Additional Information to the Financial Statement

A. Expenditure in Foreign Exchange

Particulars	For the year ended 31 st March 2016 (Rs.)	For the year ended 31 st March 2015 (Rs.)
Travelling	6,17,730	18,03,488
Production Expenses	10,00,000	-
Purchase of Assets	66,88,562	6,64,796
Repairs & Maintenance	-	12,33,250
Transponder Hire Charges	5,76,00,264	8,25,16,978
Total	6,59,06,556	8,62,18,512

B. Earnings in Foreign Exchange

Particulars	For the year ended 31 st March 2016 (Rs.)	For the year ended 31 st March 2015 (Rs.)
Export of TV Programme	7,01,59,462	5,07,87,830
Total	7,01,59,462	5,07,87,830

C. Earnings Per Share:

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
Net Profit/(Loss) Available to Equity Share Holder	(6,04,94,189)	8,15,83,260
Weighted Average Number of Equity Shares	5,19,13,344	5,19,13,344
Earnings Per Share (Basic) - in Rs.	(1.17)	1.57
Earnings Per Share (Diluted) - in Rs.	(1.17)	1.57

D. Related Party Disclosures

I: Directors

Mr. M.Raajhendhran
Mr. M.Ravindran
Mr. M.Rajaratnam
Mr. M.Raghunathan
Mrs. Vijayalakshmi Ravindran

Chairman and Managing Director
Executive Director
Executive Director
Executive Director
Woman Director

Particulars	31 st March 2016 (Rs.)	31 st March 2015 (Rs.)
Director Remuneration	4,80,00,000	4,80,00,000
Sitting Fees	60,000	45,000

NOTES ON ACCOUNTS

II: Relatives of Promoters

(Amount in Rs.)

Particulars	Designation	Salary paid Year ended 31.03.2016 Rs.	Salary paid Year ended 31.03.2015 Rs.
Mr. Nachiappan Raajhendhran	Chief Business Development Officer- Ecommerce	29,25,000	29,25,000
Mr. Chinna Nachiappan	Chief Business Development Officer- Ecommerce	-	50,000

E. Employee benefit plans – Gratuity

The present value of gratuity obligation is determined on an estimated actuarial valuation as per AS-15 (Revised 2005). The summary is as follows:

(Amount in Rs.)

Particulars	31 st March 2016 (Rs.)	31 st March 2015(Rs.)
Current Service Cost	9,04,684	8,66,140
Present value of Defined obligation	1,20,44,624	1,03,09,175
Employer contribution	18,95,458	14,29,933
Accrued Gratuity	1,54,68,173	1,33,29,593
Actuarial Assumptions		
Discount rate	0.08	0.08
Expected rate of Salary Increase.	0.06	0.06
Mortality	3.00%	3.00%

F. Segment Reporting

The company has no reportable Business or Geographical segment as defined in Accounting Standard 17 " Segment Reporting " issued by the Institute of Chartered Accountants of India.

G. Deferred Tax

Deferred Tax Liability recognized for the Financial Year is Rs.68,66,088/-

Particulars	Amount
Opening Deferred Tax Liability	6,61,65,864
Deferred Tax Liability for 2015-16 recognized	68,66,088
Closing Deferred Tax Liability	7,30,31,952

H. Revaluation of Land

Accounting Standard (AS) 10 on 'Accounting for Fixed Assets' permits the revaluation of fixed assets and inter alia, requires that "An increase in net book value arising on revaluation of fixed assets should be credited directly to owners' interests under the head of revaluation reserve, except that, to the extent that such increase is related to and not greater than a decrease arising on revaluation previously recorded as a charge to the profit and loss statement, it may be credited to the profit and loss statement." During the F.Y 2013-14 Land was revalued and the increase in Net Book Value arising on revaluation of Land to the extent of Rs.4,420,45,618/- was credited to Revaluation Reserve.

I. Corporate social responsibility

As per Section 135 of the Companies Act, 2013, a corporate social responsibility (CSR) committee has been formed by the Company. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation and rural development projects. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

J. Trade Debtors and Creditors

The balances of sundry creditors and Debtors as shown in the balance sheet are subject to reconciliation & confirmation.

K. Commitments and contingencies

There are no Contingent Liabilities as on the Balance sheet date.

L. Events after Balance Sheet Date

There is no material events occurred after the balance sheet date, which requires adjustment to assets / liabilities as of March 31, 2016.

M. General Notes

- All Amount mentioned in financial statement represents for the year ended 31.03.2016
- Previous year figures have been rearranged wherever necessary to conform to Current year Classification of accounts
- All amounts in the financial statements have been rounded off to the nearest Indian rupee.
- Based on the information and explanation given by the company there were no dues to Micro, Small and Medium Scale industries.

Vide our report of even Date
For Pratapkaran Paul & Co.,
Chartered Accountants,
Firm Regn No.0027775

Raajhendhran M
Chairman & Managing Director
DIN:00821144

M.Ravindran
Director
DIN:00662830

Joseph Cheriyan
Company Secretary
M.No.26524

S.Jeyaseelan
CFO

Pratapkar Paul
Partner
M.No.028310

Date : 29th July 2016. Place : Chennai

ATTENDANCE SLIP & PROXY FORM

RAJ TELEVISION NETWORK LIMITED

CIN : L92490TN1994PLC027709

Registered office: 32, Poes Road 2nd Street, Teynampet, Chennai - 600 018.

Web : www.rajtvnet.in

ATTENDANCE SLIP 22nd Annual General Meeting

ATTENDANCE SLIP

DP ID

(To be presented at the entrance)

Folio No./Client ID

I / We hereby record my/our presence at the 22nd Annual general Meeting of the company at Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600004, on Friday, the 30th day of September 2016 at 10.00 A.M

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

.....
Signature of the Member/ Proxy

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

RAJ TELEVISION NETWORK LIMITED

CIN : L92490TN1994PLC027709

Registered office: 32, Poes Road 2nd Street, Teynampet, Chennai - 600 018.

Web : www.rajtvnet.in

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No. / Client ID:	
DP ID:	

I/ We being the member(s) of shares of the above named Company hereby appoint:

(1) Name:

Address:

E-mail Id: or failing him;

(2) Name:

Address:

E-mail Id: or failing him;

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the **22nd Annual general Meeting** of the company at Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004, on Friday, the 30th day of September 2016 at 10.00 AM. and at any adjournment thereof in respect of such resolutions as are indicated here.

I WISH MY ABOVE PROXY TO VOTE IN THE MANNER AS INDICATED IN THE BOX BELOW:-

RESOLUTIONS

		For	Against
1	ORDINARY BUSINESS Consider and adopt the Financial Statements of the Company for the year ended 31 st March, 2016 together with the Reports of the Board of Directors and Auditors' thereon.		
2	Declaration of final dividend.		
3	To appoint a Director in place of Mr. M. Ravindran , Whole-time Director , (Holding DIN: 00662830) who retires by rotation and being eligible offers himself for reappointment.		
4	Appointment of M/s. Pratapkaran Paul & Co., Chartered Accountants (ICAI Registration No.002777S) as statutory auditors of the Company and fix their remuneration.		
5	SPECIAL BUSINESS Re appointment of Shri.A. Arjuna Pai, Independent Director , (Holding DIN: 01830471) who is an existing Independent Director of the company and who retires by rotation and being eligible offers himself for reappointment,for a period of Five years ie., to hold office up to the 27th Annual General Meeting of the company.		

Signed this..... day of 2016

Affix
1Rupee
revenue
stamp

Signature of the Shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Note: This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 32, Poes Road 2nd Street, Teynampet, Chennai - 600 018, not less than 48 hours before the commencement of the Meeting.

ROAD MAP TO AGM VENUE

Bhartiya Vidhya Bhawan Road Map to AGM Venue



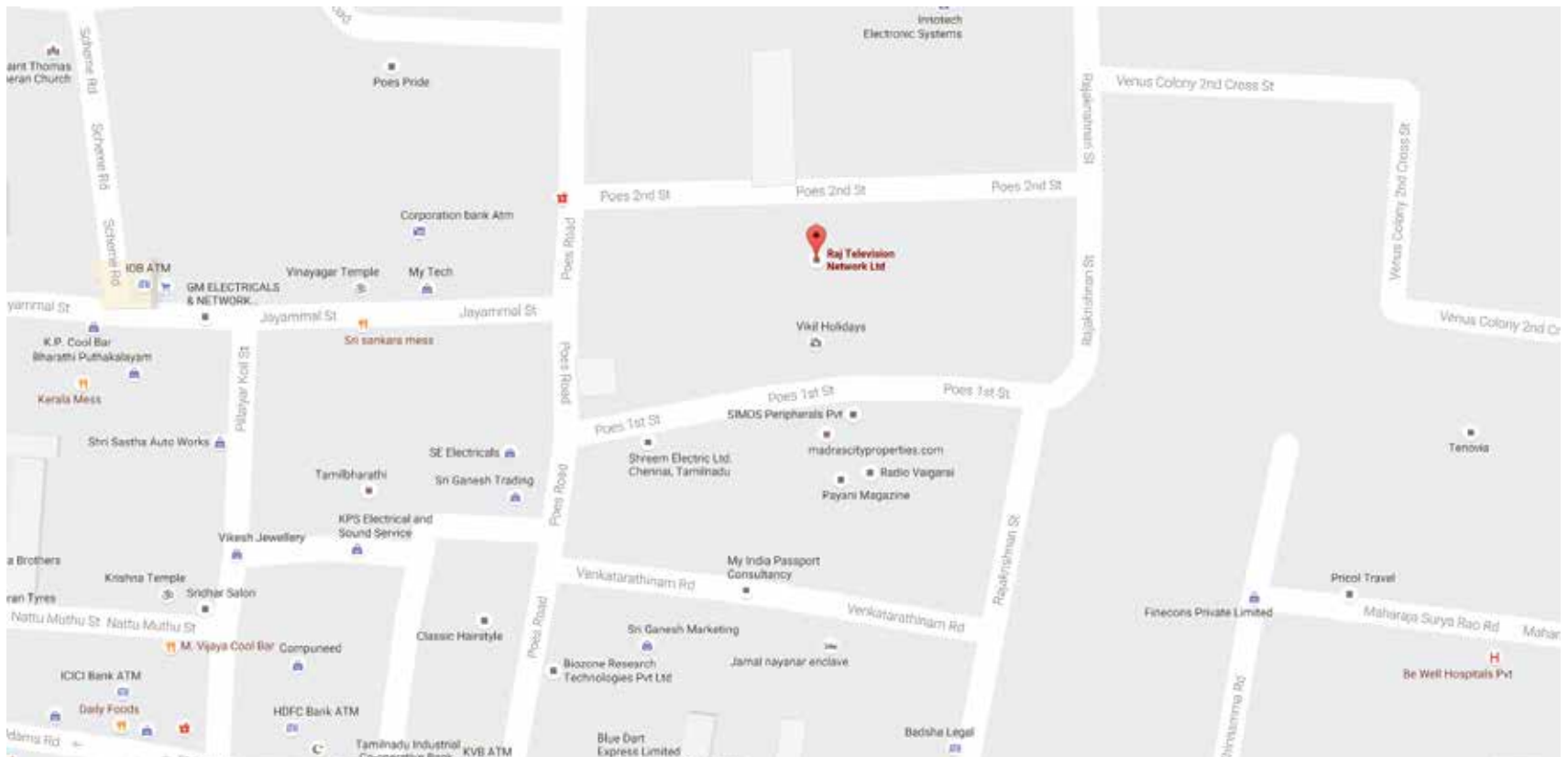
No. 18, 20, 22, East Mada Street, Mylapore, Vinayaka Nagar Colony, Mylapore, Chennai, Tamil Nadu 600004, India



bhavanchennai.org



+91 44 2464 3420



Head Office

Raj Television Network Ltd,
32, Poes Road 2nd Street,
Teynampet, Chennai - 600 018.
Phone: 044 - 24351898, 24352926.
Fax: 91-44-24341260.
Email: administrator@rajtvnet.in
Website: www.rajtvnet.in, www.rajtv.tv

Nodal Officer

(Only for Digital Addressable System)

Mr.Suresh

Raj Television Network Ltd,
32, Poes Road 2nd Street,
Teynampet, Chennai - 600 018.
Phone: 044 24334149, 24351898,
Mobile - +91 8870235299.
Email: nodalofficer@rajtvnet.in

Regional Offices

Karnataka

Raj Kanada Musix Channel,
#16/1, K K M P,
Millers Tank Bund Road,
Vasanth Nagar,
Bangalore - 560052.
Phone: 080 - 22343123.

New Delhi

1407, 14th Floor,
Ansal Towers,
38th Nehru Place,
New Delhi - 110 019.
Phone: 011 - 41002982, 41002975



The People's Channel

To.

.....

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.....

.....

If undelivered please return to :
Raj Television Network Ltd.,
32, Poes Road, 2nd Street,
Teynampet, Chennai - 600 018.