RAJ TELEVISION NETWORK LIMITED
CIN: L92490TN1994PLC027709
Regd. Office:
32, Poes Road, 2nd Street,
Teynampet, Chennai - 600 018.
Phone: 044 24334149, 24334150,
24334151, 24351898, 24352926.
Fax: 91-44-24341260
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PROCEEDINGS OF THE TWENTY EIGHT (28) ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF M/S RAJ TELEVISION NETWORK LIMITED, HELD ON FRIDAY, 30TH SEPTEMBER 2022, AT 10.00 AM, THROUGH VIDEO CONFERENCING (VC) / OAVM FACILITY AND CONCLUDED AT 10.25 A.M.

No. of Members present in person : 33
No. of Members Present by Proxy : Not Applicable

Directors Present:

Shri M Raajhendhran	: Managing Director
Shri M Rajarathinam	: Director
Shri M Ravindran	: Director
Smt. Bharathi Sridhar	: Director
Shri. R.Rajagopalan	: Director–Chairman Remuneration Committee & Chairman Audit Committee
Shri.A.Kaliyamurthy	: Director
Shri. S. Venkateswaran	: Director-
Smt R Vijyalaksmi	: Director

OTHERS

Shri. Joseph Cheriyan	: Company Secretary
Shri. Jeyaseelan	: Chief Financial Officer
Shri. Gurumurthy	: (representing the Statutory Auditors - (N Naresh & Co., Chartered Accountants)
Shri. V Nagarajan	: Scrutinizer

Chairman

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

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

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

Thereafter the chairman introduced the Directors to the shareholders.

Notice of the Meeting

With the Consent of all members present, the Notice convening the 28th Annual General meeting and unmodified Auditors Report having already circulated is taken as read with the consent of the shareholders. Thereafter the Chairman addressed the meeting.

Chairman's Address

Chairman then delivered his speech to the members, highlighting various aspects such as industrial review, performance of the company for the year ended 31-03-2022.

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

The Chairman then announced that as the required quorum being present, the meeting was in order.

The Company Secretary informed the members that pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has extended remote e-voting facility to the members of the Company in respect of the businesses mentioned in the Notice convening the AGM. The e-voting period commenced at 9.00 a.m. on Tuesday, 27th September 2022 and ended at 5:00 p.m. on Thursday, 29th September 2022. Mr.V Nagarajan, Practicing Company Secretary, Chennai was appointed as Scrutinizer to e-voting process.

Further, the Company Secretary announced that the results of voting will be posted on the website of the Company within 48 hours from the conclusion of the meeting.
Thereafter the chairman ordered e-voting at the AGM.

The following items of business as per the notice of the 28th AGM were considered at the said meeting:

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THE PEOPLE'S CHANNEL

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements of the Company prepared under Indian Accounting Standards (Ind-AS) as on a standalone and consolidated basis, for the financial year ended March 31, 2022 including the Balance Sheet and the Statement of Profit & Loss Account for the financial year ended on that date, and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

2. Appointment *of* a director in place of Shri. M Rajarathnam, (Holding DIN: 00839174), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

3. Appointment of Statutory Auditors in place of retiring Auditors:(Ordinary Resolution)

SPECIAL BUSINESS

4. Appointment *of* Smt. Bharathi Sridhar, (holding DIN 09354983) as an Independent Director of the company. (Special Resolution).

5. Ratification of Remuneration of Cost Auditor for the financial year ended 2021-22. (Ordinary Resolution)

An opportunity was given to the members who had registered themselves as speakers, and the clarifications on the Company's accounts and businesses is provided to the members.

Thereafter, the Chairman announced for voting to be taken electronically (e-voting) and requested the Scrutinizer for the orderly conduct of the voting.

After passing the Resolutions, the AGM concluded with vote of thanks. The meeting concluded at 10.25 a.m.

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THE PEOPLE'S CHANNEL

Ordinary Business

Item No. 1 – Adoption of Annual accounts for the year ended 31-03-2022

RESOLVED THAT the Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss and cash flow statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon as presented to the meeting be and are hereby approved and adopted.

1.Adoption of Audited Standalone Financial Statements								
Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	37077644	31213836	84.19	31213836	0	84.19	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		5863808	15.81	5863808	0	15.81	0
	SUB TOTAL	37077644	37077644	100	37077644	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	270	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	270	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	14835660	10704	0.07	10704	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	14835660	10704	0.07	10704	0	100	0
GRAND TOTAL		51913344	37088348	71.44	37088348	0	100	0

Result: The requisite majority for passing the above resolution as an Ordinary resolution was received

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Item No. 2– Appointment *of* a director in place of Shri. M Rajarathnam, (Holding DIN: 00839174), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

RESOLVED THAT to re-appoint **Shri. M Rajarathnam, (Holding DIN: 00839174),,** who retires by rotation *and being eligible offers himself for re-appointment, as an independent director liable to retire by rotation.*

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				YES				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	37077644	31213836	84.19	31213836	0	84.19	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		5863808	15.81	5863808	0	15.81	0
	SUB TOTAL	37077644	37077644	100	37077644	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	270	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	270	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	14835660	10704	0.07	10704	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	14835660	10704	0.07	10704	0	100	0
GRAND TOTAL		51913344	37088348	71.44	37088348	0	100	0

Result: The requisite majority for passing the above resolution as an ordinary resolution was received:

Item no 3 of the notice of 28th AGM: Appointment of Statutory Auditors in place of retiring Auditors :

The Agenda Item was set out in the notice calling 28th Annual General Meeting of the company, held on 30th September 2022. The Agenda Item was read and taken on consideration during the AGM and adopted and sent for members approval, Due to an inadvertent error occurred in uploading notice calling 28th AGM of the company in the CDSL E-Voting module, the said resolution was not placed for e-voting by the members. Hence the Chairman of the AGM decided to put the said agenda for e-voting CDSL platform by the members of the company as per the separate letter attached herewith.

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SEPCIAL BUSINESS

Item No. 4 – Appointment *of* Smt. Bharathi Sridhar, (holding DIN 09354983) as an Independent Director of the company. (Special Resolution).

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	37077644	31213836	84.19	31213836	0	84.19	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		5863808	15.81	5863808	0	15.81	0
	SUB TOTAL	37077644	37077644	100	37077644	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	270	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	270	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	14835660	10704	0.07	10704	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	14835660	10704	0.07	10704	0	100	0
GRAND TOTAL		51913344	37088348	71.44	37088348	0	100	0

Result: The requisite majority for passing the above resolution as a Special resolution was received

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Item No. 5 - Approval of the Ratification of Remuneration of Cost Auditor:

Resolution Required:(Ordinary/Special)				**Ordinary** Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	37077644	31213836	84.19	31213836	0	84.19	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		5863808	15.81	5863808	0	15.81	0
	SUB TOTAL	37077644	37077644	100	37077644	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	270	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	270	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	14835660	10704	0.07	10704	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	14835660	10704	0.07	10704	0	100	0
GRAND TOTAL		51913344	37088348	71.44	37088348	0	100	0

Result: The requisite majority for passing the above resolution as an Ordinary resolution was received

The resolutions as contained in the Item Nos.1 to 5 of the 28th Annual General Meeting stood deemed to be passed on 30th September 2022 being the date of relevant annual general meeting of the members.

RAJ TELEVISION NETWORK LIMITED #: 32, Poes Road, II Street, Teynampet, Chennai-18

For Chairman
For RAJ TELEVISION NETWORK LIMITED

COMPANY SECRETARY
CS JOSEPH CHERIYAN FCS
MEMBERSHIP No: 9586

Chennai
02.10.2022