



V. NAGARAJAN & CO.

Company Secretaries in Practice

V. NAGARAJAN, B.Sc., ICWA., F.C.S.

**SECRETARIAL COMPLIANCE REPORT OF M/S RAJ TELEVISION NETWORK
LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019**

We have examined:

(a) All the documents and records made available to us and explanation provided by **M/s Raj Television Network Limited** (the listed entity - NSE Symbol RAJTV, BSE Code No.532826) bearing CIN: L92490TN1994PLC027709, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at No. 32 Poes Road, 2nd Street, Teynampet, Chennai 600 018 in the State of Tamilnadu and in my opinion and to the best of my information and according to the examination carried out by me and explanations furnished to me by the company, its officers and agents; I certify that in respect of the aforesaid for the financial year ended 31.03.2019 (01.04.2018 to 31.03.2019).

(b) The filings/submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) Any other document/filing as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2019 (01.04.2018 to 31.03.2019 Review Period) in respect of compliance with the provisions of:

(a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) The securities contracts (Regulations) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (SEBI).

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (substantial Acquisition of shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

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(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008

(g) Securities and Exchange Board of India (Issue and Listing of Non-convertible and Redeemable (Preference Shares) Regulations, 2013

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2013

and circulars/guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except in respect of Matters specified below:-

Sr No	Compliance (Requirements/Circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
01	Reg 17 (27(2) of SEBI (LODR) 2015-composition of board of directors,	Noncompliance with respect to Reg 17 (27(2) of SEBI LODR – regarding composition of board of directors,	The listed entity applied for waiver under SEBI (LODR) 2018 reg 102, and the matter is pending with SEBI
02	Reg. 33(3)(d) –of SEBI (LODR) Financial Results	Delay in submission of Financial Results for the period and quarter ended 31 st March, 2018	The listed entity complied with the said regulation 33 SEBI LODR, and have paid the fine as per the Intimation from Stock Exchanges

(b) The listed entity has maintained proper records under the provisions of the above regulations and Circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various

For V. NAGARAJAN & CO
Company Secretary to Prudential

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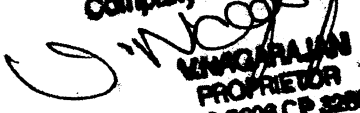
circulars) under the aforesaid Acts/Regulations and Circulars/guidelines issued there under:

S. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment ,etc	Observations/ remarks of the Practicing Company Secretary, if any.
01	NSE & SBE for Noncompliance with respect to Reg 17 (27(2) of SEBI LODR - regarding composition of board of directors	Composition of Board of Directors delayed Compliance	Stock Exchanges levied Fine for the delay for the respective period	The listed entity applied for waiver under SEBI (LODR) 2018 reg 102, and the matter is pending with SEBI
02	Reg. 33(3)(d) - of SEBI (LODR) Financial Results	Delay in submission of Financial Results for the period and quarter ended 31 st March, 2018	Stock Exchanges levied Fine for the delay for the respective period	The listed complied with the said regulation 33 SEBI (LODR) 2015, and have paid the fine as per the Intimation from Stock Exchanges

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment ,etc	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

Place : Chennai
Date: May 29, 2019

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