



September 27, 2019

Form MGT 13

**Combined Report of Scrutinizer (E-voting & Poll)
{Pursuant to Rule Section 108 of the Companies Act, 2013 and Rule 20(xi) of the
Companies (Management and Administration) Rules, 2014}**

To

The Chairman,
25th Annual General Meeting of the shareholders of
Raj Television Network Limited held on September 27, 2019
at Bharatiya Vidya Bhavan,
No. 18-22, East Mada Street, Mylapore, Chennai-600 004, at 10.00 A.M.,

Dear Sir,

**Sub: Scrutinizer's report for the E-voting & Poll on the 25th Annual General
Meeting of the Company**

I, V. Nagarajan, Practising Company Secretary have been appointed by the Board of Directors of **M/s Raj Television Network Limited**, (The Company) as a Scrutinizer for the purpose of Scrutinizing the E-voting process and Poll taken on the resolution(s) mentioned in the 25th Annual General Meeting of the equity shareholders of the company held on the 27th day of September, 2019 at Bharatiya Vidya Bhavan, 18-22, East Mada Street, Mylapore, Chennai-600 004, at 10.00 A.M.

My responsibility as a Scrutinizer for the e-voting and Poll process is restricted to make Scrutinizer report of the company vote cast "in favour" or "against" and/or "invalid" the resolutions stated above, based on the ballot papers handed over to us by the company in a duly sealed/locked box and the reports generated from the e-voting system provided by M/s CDSL/Cameo Corporate Services Limited (www.evotingindia.com) the authorized agency to provide the e-voting facilities, engaged by the company and ballot papers handed over to us by the company respectively.

Further to the above, I submit my report as under:

- i) The e-voting period was open from 24th September, 2019 at 9.00 AM to 26th September, 2019 at 5.00 PM. We further confirm that e-voting option/facility was closed after 5.00 PM on 26th September 2019.

For V. NAGARAJAN & CO
Company Secretaries in Practice
V. NAGARAJAN
PROPRIETOR
FCS 5826 CP 3298

- ii) The members of the company as on the "Cut-off date" ie., 21st day of September, 2019 were entitled to vote on resolutions (Item No. 01 to 12) as set out in the Notice of the 25th AGM of the Company.
- iii) Thereafter the details containing inter-alia, list of Equity shareholders, who "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Cameo Corporate Services Limited. And CDSL Website (<https://www.evotingindia.com>) and based on such reports generated, the results of the e-voting are as under:
- iv) After the time fixed for closing of the poll by the Chairman, 1 (One) ballot boxes were kept for polling were locked in my presence with due identification marks placed by me.
- v) The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agent M/s Cameo Corporate Services Limited, and the authorization/proxies lodged with the company.
- vi) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the e-voting and poll are as follows:

For V. NAGARAJAN & CO
Company Secretaries in Practice

V. NAGARAJAN
PROPRIETOR
FCS 5626 CP 3288

Item No.1

Ordinary Resolution

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2019 including audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
16	37283306	100

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
4	346

For V. NAGARAJAN & CO
Company Secretaries in Practice
V. NAGARAJAN
PROPRIETOR
FCS 5626 CP 3288

Item No.3

Ordinary Resolution

To appoint a Director in place of Mr. M. Raghunathan, (Holding DIN: 00662769), who retires by rotation and being eligible, offers himself for re-appointment.

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
15	37283146	99.9996

vi) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
1	160	0.0004

vii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
4	346

For V. NAGARAJAN & CO
Company Secretaries in Practice
V. NAGARAJAN
PROPRIETOR
FCS 5626 C P 3288

Item No.2

Ordinary Resolution

To declare final dividend at the rate of Rs 0.10 paise (2%) per equity share of Rupees 5 paid-up as annual dividend for the financial year ended 31st March, 2019.

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
16	37283306	100

iv) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

v) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
4	346

For V. NAGARAJAN & CO
Company Secretaries in Practice
V. NAGARAJAN
PROPRIETOR
FCS 5626 C F 3285

Item No.4

Ordinary Resolution

Ratification of the appointment of statutory Auditors M/s N. Naresh & Co., Chartered Accountants, Chennai.

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
16	37283306	100


viii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

ix) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
4	346

For V. NAGARAJAN & CO
Company Secretaries in Practice


V. NAGARAJAN
PROPRIETOR
FCS 5626 / P-3288

Special Business

Item No.5

Special Resolution – **Appointment of Shri A. Kaliyamurthy, (holding DIN 0008264539) as an Independent Director of the company:**

i) Voted **in Favour** of the Resolution

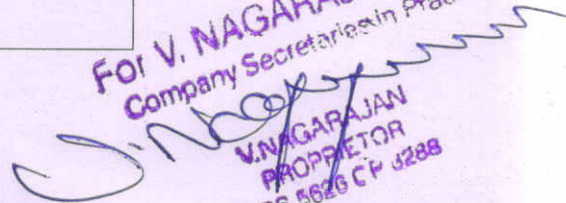
Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
15	37283146	99.9996

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
1	160	0.0004

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
4	346

For V. NAGARAJAN & CO
Company Secretaries in Practice

V. NAGARAJAN
PROPRIETOR
FCS 5626 CP 4288

Item No.6

Special Resolution – Appointment of Shri. S. VENKATESWARAN, (Din:06988766) as an Independent Director of the company:

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
15	37283146	99.9996

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
1	160	0.0004

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
4	346

For V. NAGARAJAN & CO
Company Secretaries in Practice

V. NAGARAJAN
PROPRIETOR
FCS 5626 C F 3288

Item No.7

Special Resolution – Re-Appointment of Shri. Mohan Kaameswaran, (holding DIN 00562832) as an Independent Director of the company:

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
15	37283146	99.9996

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
1	160	0.0004

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
4	346

For V. NAGARAJAN & CO
Company Secretaries in Practice

V. NAGARAJAN
PROPRIETOR
FCS 5626 EP 3288

Item No.8

Special Resolution – **Payment of remuneration to Shri. M. Raajhendhran as the Chairman and Managing Director for the period from April , 2019 to March, 31, 2021:**

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
15	37283146	99.9996

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
1	160	0.0004

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
4	346

For V. NAGARAJAN & CO
Company Secretaries In Practice
V. Nagarajan
V. NAGARAJAN
PROPRIETOR
FCS 5628 CP 3288

Item No.9

Special Resolution – Payment of remuneration to Shri. M. Rajarathinam , Whole-time Director (DIN: 00839174) for the period from April , 2019 to March, 31, 2021

i) Voted **in Favour** of the Resolution

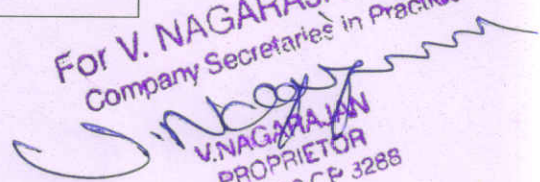
Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
15	37283146	99.9996

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
1	160	0.0004

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
4	346

For V. NAGARAJAN & CO
Company Secretaries in Practice

V. NAGARAJAN
PROPRIETOR
FCS 5626 CP 3288

Item No.10

Special Resolution – Payment of remuneration to Shri M. Ravindran- Whole-time Director, (holding DIN 00662830) for the period from April, 2019 to March, 31, 2021.

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
15	37283146	99.9996

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
1	160	0.0004

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
4	346

For V. NAGARAJAN & CO
Company Secretaries in Practice

V. NAGARAJAN
PROPRIETOR
FCS 5628 C H 3288

Item No.11

Special Resolution - Payment of remuneration to Shri M. Ragunathan- Whole-time Director , (holding DIN 00662769) for the period from April, 2019 to March, 31, 2021:

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
15	37283146	99.9996

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
1	160	0.0004

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
4	346

For V. NAGARAJAN & CO
Company Secretaries In Practice

V. NAGARAJAN
PROPRIETOR
FCS 5626 CH 3288

Item No. 12

Ordinary Resolution - Ratification of Remuneration of Cost Auditor:

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
14	37283106	99.9995

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
2	200	0.0005

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
4	346

For V. NAGARAJAN & CO
Company Secretaries in Practice
V. NAGARAJAN
PROPRIETOR
FCS 5626 C P 3288

5. A Compact Disc (CD) containing the details of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

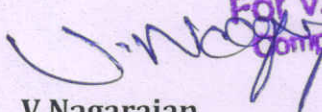
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe custody.

Thanking you,

Yours faithfully,

For V.Nagarjan & Co.,

Company Secretaries In Practice


FOR V. NAGARAJAN & CO
Company Secretaries in Practice

V.Nagarajan

Proprietor

FCS 5626

CP 3288

V.NAGARAJAN
PROPRIETOR
FCS 5626 CP 3288