

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

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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

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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)

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	10.07
	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

SI No	Name of Shareholder	Shareholding at the beginning of the year (April 1, 2015)		Shareholding at the end of the year (March 31, 2016)	
		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

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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)
		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

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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	
	Name	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%	-