

**SECRETARIAL COMPLIANCE REPORT OF M/S RAJ TELEVISION NETWORK LIMITED
FOR THE YEAR ENDED 31ST MARCH 2020**

We have examined

(a) All the documents and records made available to us and explanation provided by Raj Television Network Limited ("the listed entity"), ('NSE Symbol RAJTV and BSE Code 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, Second Street, Teynampet, Chennai, 600 018, in the state of Tamil Nadu, 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 31.03.2020 (01.04.2019 to 31.03.2020).

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

(c) Website of the listed entity,

(d) Annual returns filed with the Ministry of Corporate Affairs, which has been relied upon to make this certification,

For the year ended 31st March 2020 ("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 (Regulation) 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

c. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

d. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

e. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

f. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

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

h. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

i. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

j. Securities and Exchange Board of India (Delisting of Equity shares) (Amendment) Regulation 2016,

k. Securities and Exchange Board of India ((Investor Protection and Education Fund) Regulations 2009,

l. Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003

m. Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and circulars/ guidelines issued thereunder.

Further there are no events reported under (e), to (j), (i) and (m) for the year under review and hence treated as non-applicable.

Based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -



Sl No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
NIL			

(b)The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far 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/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sl No	Action taken by	Details of Violation	Details of Action Taken, eg.; fines warning letter debarment, etc	Observations/Remarks of the Practising Company Secretary
NIL				

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

Sl no	Observations of the Practising Company Secretary in previous reports	Observations made in the secretarial compliance report for the previous year	Action taken by the listed entity; if any	Comments of the Practicing Company Secretary on the action taken by the listed entity
1	NSE & BSE for Noncompliance with respect to Reg 17- of SEBI(LODR) Composition of board of directors	The Listed Entity applied for waiver under SEBI (LODR) 2018 reg.102 and the matter was pending with SEBI	The Listed Entity applied for waiver under SEBI (LODR) 2018 reg.102	In this regard, company's representation for waiver of fine was placed before the "Committee for Reviewing Representations for Waiver of Fines Levied under Standard Operating Procedure (SOP)".The Committee after considering the facts of the case and the company's representation decided to waive the fines levied for the non-compliance with Regulation 17 (1) of SEBI (LODR), 2015 as it clearly fits in the 'Impossibility of Performance' criteria of the carve-outs jointly formulated by BSE & NSE and noted by SEBI.

UDIN: F005626B000529413

Place: Chennai

Date: 30/07/2020

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