

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Sixteenth Annual General Meeting of the Company will be held on Friday, the 25th September 2015 at 10.00 a.m., at Madras Race Club, Guindy Lodge, Guindy, Chennai – 600032 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company on standalone and consolidated basis, for the financial year ended 31st March 2015, including the Balance Sheet as at 31st March 2015, Profit & Loss Statement for the financial year ended on that date and Reports of the Auditors and the Board of Directors thereon and in this regard to consider and if thought fit, to pass with or without modification the following resolution as ORDINARY RESOLUTION:

RESOLVED THAT the audited Financial Statements of the Company on standalone and consolidated basis, for the financial year ended 31st March 2015, including the Balance Sheet as at 31st March 2015, Profit & Loss Statement for the financial year ended on that date and the Auditors Report and the Board of Directors Report thereon be and are hereby received, considered and adopted.

2. To appoint a director in place of Mr.Ramanathan Sarathkumar who retires by rotation and being eligible, offers himself for reappointment and in this regard to consider and if thought fit, to pass with or without modification the following resolution as ORDINARY RESOLUTION:

RESOLVED THAT Mr.Ramanathan Sarathkumar, retiring by rotation be and is hereby reappointed as Director of the company.

3. To ratify appointment of auditors and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s.CNGSN & Associates LLP, Chartered Accountants (Firm Registration No.004915S), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the seventeenth AGM of the Company to be held in the year 2016, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS:

4. INCREASE IN REMUNERATION OF Mr.RAMANATHAN SARATHKUMAR, WHOLE-TIME DIRECTOR

To consider and if thought fit to pass with or without modification (s) the following as SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 196, read with Section 197, Schedule V of the Companies Act, 2013 and all other applicable provisions thereunder, including any statutory modification or reenactment thereof for the time being in force, the Company hereby approves the enhanced monthly remuneration of Rs.3,50,000/- (Rupees three lakh fifty thousand only), inclusive of all allowances and perquisites, payable to Mr.Ramanathan Sarathkumar, Whole-time Director with effect from 1st June 2015 for the remaining period of his current term ending on 31st March 2016.

RESOLVED FURTHER THAT the board of directors be and are hereby authorized to decide, vary, alter, increase, modify or otherwise decide the manner of fixing various components of remuneration including perquisites to be paid to Mr.Ramanathan Sarathkumar within the said limit as may be thought fit from time to time.

RESOLVED FURTHER THAT in the absence of or inadequacy of profits in any financial year, the remuneration shall be paid as minimum remuneration under Schedule V of the Companies Act, 2013.

By Order of the Board
For Radaan Mediaworks India Limited

Date: 14th August 2015

Registered office:
10,Paul Appasamy Street

T.Nagar
Chennai-600 017

-Sd-

KANHU CHARAN SAHU
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, must be deposited with the Company not less than FORTY-EIGHT HOURS before commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the

- business under Item No. 4 as set out in the notice is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 19th September 2015 to 25th September 2015 (both days inclusive).
 4. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing such representatives to attend and vote at the Annual General Meeting.
 5. In the case of Joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
 6. All documents referred to it in the accompanying Notice are available for inspection by the members at the registered office of the company on all working days between 10.00 a.m. to 1.00 p.m. and 3.00 p.m. to 5.00 p.m. (except Saturday) prior to the date of the Meeting.
 7. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
 8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA, M/s.Cameo Corporate Services Limited/ Depositories.
 9. VOTING
 - a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Clause 35B of the Listing Agreement, the Members are provided with the facility to cast their vote electronically (remote e-voting), through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
 - b. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - c. The facility for voting, either through electronic voting system or ballot or polling paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 - d. The instructions for e-voting are as under:
 - (i) The voting period begins on Tuesday, 22nd September 2015 (9.00 a.m. IST) and ends on Thursday day, 24th September 2015 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. [<i>Sequence number has been provided as serial number (SL No) in the Address Label</i>]</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the *Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>* Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However,

members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Radaan Mediaworks India Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- e. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, or voting at the meeting.
- f. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the sequence number from the RTA of the Company by sending a request at investor@cameoindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing log in details for casting your vote.
- g. Mr.R Kannan, Practicing Company Secretary, (Membership No.F6718), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in fair and transparent manner.
- h. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by Chairperson in writing who shall countersign the same.
- i. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.radaan.tv and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

10. Details of directors seeking appointment/ re-appointment at the forthcoming annual General Meeting (pursuant to Clause 49 of the Listing Agreement) are provided below.

Name of the Director	Mr.Ramanathan Sarathkumar
DIN	00238601
Date of Birth	14-07-1954
Date of appointment on Board	29-01-2005
Qualification	B.Sc. (Math)
Expertise in specific functional area	Wide experience in media and entertainment industry
List of Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL
Memberships / Chairmanships of committees of other public companies	NIL
Shareholding in the company	NIL
Relationship with other directors	Spouse of Mrs.R Radikaa Sarathkumar

Annexure to Notice:

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 ("Act")

The following explanatory statement sets out all the material facts relating to certain Ordinary Business and all the Special Business mentioned in the accompanying notice dated 14th August 2015 and shall be taken as forming part of the Notice.

Item No.3:

Though not mandatory, this explanation is provided for reference.

CNGSN & Associates, (ICAI Firm Registration No.004915S), Chartered Accountants, Chennai were appointed as the statutory auditors of the Company for a period of three years at the Annual General Meeting (AGM) of the Company held on 29th September 2014, till the conclusion of the Eighteenth AGM to be held in the year 2017.

Subsequent to the appointment, the auditors' firm was converted into an LLP and their name was changed as M/s CNGSN & Associates LLP with effect from 19th November 2014, without any change in constitution or registration number with the Institute of Chartered Accountants of India.

As per provisions under section 139(1) of the Act, their appointment to the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of the members is being sought for the proposal contained in Resolution set out at item no.3 of the Notice.

The Board recommends the Resolution at Item No.3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.3 of the accompanying Notice.

Item No.4:

The current tenure of Mr.Ramanathan Sarathkumar as whole-time director is ending on 31st March 2016. At the time of appointment, the members had approved payment of Rs.1,75,000/- (Rupees one lakh seventy five thousand only) per month including all allowances and perquisites. Considering overall involvement and performance for betterment of the company, and prevailing salary structure in the industry corresponding with his stature, the Board of Directors, with recommendation of the Nomination and Remuneration Committee has approved to increase his remuneration to Rs.3,50,000/- (Rupees three lakh fifty thousand only) per month inclusive of allowances and perquisites, effective from 1st June 2015.

However in case of loss or inadequacy of profit the remuneration shall be restricted to the amount based on effective capital of the company as specified in the Schedule V of the Act.

The details as required under the proviso to Section II of Part II of Schedule V to the Companies Act, 2013 are given here-in-below:

I. GENERAL INFORMATION

(1)	Nature of Industry	Media and Entertainment
(2)	Date of commencement of commercial Production	The company is in existence and operation since 1999
(3)	Financial performance based on given indicators	As per financial statements forming part of the Annual Report
(4)	Export performance and net foreign currency earning	Rs.1,62,05,627/-
(5)	Foreign Investment or collaboration	Investment in equities of wholly owned subsidiary in Singapore, Rs. 9,35,000/-

II. INFORMATION ABOUT THE DIRECTOR

(1) Background details:

Mr.Ramanathan Sarathkumar, aged about 61 years, is a Bachelor of Science in Mathematics. He has selected Acting as his profession and has acted in about 150 films.

Throughout his carrier he has remained very popular and leading cine actor. He is one among the highly experienced and standing personalities in the industry. He is Honorary President of the South Indian Artistes Association. He has remained Hon'ble Member of Parliament. Presently he is a Member in Legislative Assembly of Tamil Nadu for the term 2011-16.

(2) Past Remuneration:

The company was paying Rs.1,75,000/- per month inclusive of all perquisites and allowances

(3) Recognition or awards:

Mr.Ramanathan Sarathkumar has won several recognitions and awards for acting

(4) Remuneration proposed:

The company proposes to pay remuneration of Rs.3,50,000/- per month inclusive of all perquisites and allowances

(5) Job profile and his suitability:

Mr.Ramanathan Sarathkumar is involved in overall operation of the company. With rich experience in the industry he is felt suitable for the job.

(6) Comparative remuneration profile:

The proposed remuneration is equivalent to the industry standard and size of the company.

(7) Pecuniary relationship:

Mr.Ramanathan Sarathkumar shall receive professional fees separately for acting in projects belonging to the company. However he has not received any professional fees during last three financial years and at present he is not acting in any of projects.

(8) Relationship with managerial Personnel, if any:

Husband of Mrs.R Radikaa Sarathkumar, Chairperson & Managing Director

III OTHER INFORMATION

(1) Reasons of loss or inadequate profit:

Insufficient revenues.

(2) Steps taken or proposed to be taken for improvement:

The management is taking steps to improve overall business volume and profitability. Towards this the management focuses on long term business models and emerging opportunities in media sector.

(3) Expected increase in productivity and profits in measurable terms:

It is difficult to quantify the increase in measurable terms. However the macro level expectations are discussed in Management Discussion and Analysis.

The Board recommends the Resolution at Item No.4 for approval by the Members.

Except the payee and Mrs.R.Radikaa Sarathkumar being his relative, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.4 of the accompanying Notice.

By Order of the Board
For Radaan Mediaworks India Limited

Date: 14th August 2015

Registered office:
10,Paul Appasamy Street
T.Nagar
Chennai-600 017

-Sd-

KANHU CHARAN SAHU
Company Secretary

RADAAN MEDIAWORKS INDIA LIMITED

CIN : L92111TN1999PLC043163

Registered Office: No.10, Paul Appasamy Street, T Nagar, Chennai - 600017

Tel: 91-44-2834 5032 | Fax: 91-44-2834 5031 | Email: info@radaan.tv | Website: www.radaan.tv

FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

16th Annual General Meeting – 25th September 2015

Name of the member(s)					
Registered Address					
Email ID					
Folio No / Client ID*		DP ID*		No of shares held	

*Applicable for investors holding shares in Electronic form.

I/We, being a member / members of the above company hereby appoint:

Name				(signature of the Proxy)
Address				
Email ID				

or failing him/her

Name				(signature of the Proxy)
Address				
Email ID				

or failing him/her

Name				(signature of the Proxy)
Address				
Email ID				

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company to be held on 25th September 2015 at 10.00 am, at Madras Race Club, Guindy Lodge, Guindy, Chennai - 600032 and at any adjournment thereof in respect of such resolutions as are indicated below;

Tear Here

Resolution No.	Resolution	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary business				
1	Adoption of audited financial statements of the company on standalone and consolidated basis for the financial year ended 31st March 2015, including the balance sheet, statement of profit and loss and the reports of the auditors and directors thereon			
2	Appointment of a director in place of Mr.Ramanathan Sarathkumar (DIN: 00238601) who retires by rotation and being eligible, offers himself for reappointment			
3	Ratification of auditors appointment			
Special Business				
4	Approval of increase in remuneration of Mr.Ramanathan Sarathkumar, Whole-time Director			

Signed this day of 2015.

Signature (s) of Member(s)

1. _____
2. _____
3. _____

Revenue Stamp

Notes:

1. *The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.*
2. *It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.*

RADAAN MEDIAWORKS INDIA LIMITED

CIN : L92111TN1999PLC043163

Registered Office: No.10, Paul Appasamy Street, T Nagar, Chennai - 600017
Tel: 91-44-2834 5032 | Fax: 91-44-2834 5031 | Email: info@raadan.tv | Website: www.raadan.tv

ATTENDANCE SLIP

16th Annual General Meeting – 25th September 2015

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER
AT THE ENTRANCE OF THE MEETING HALL

Name and Address of the attending member/proxy _____

DP Id.* _____ Client Id* _____

_____ Folio No.** _____ No. of Share(s) held _____

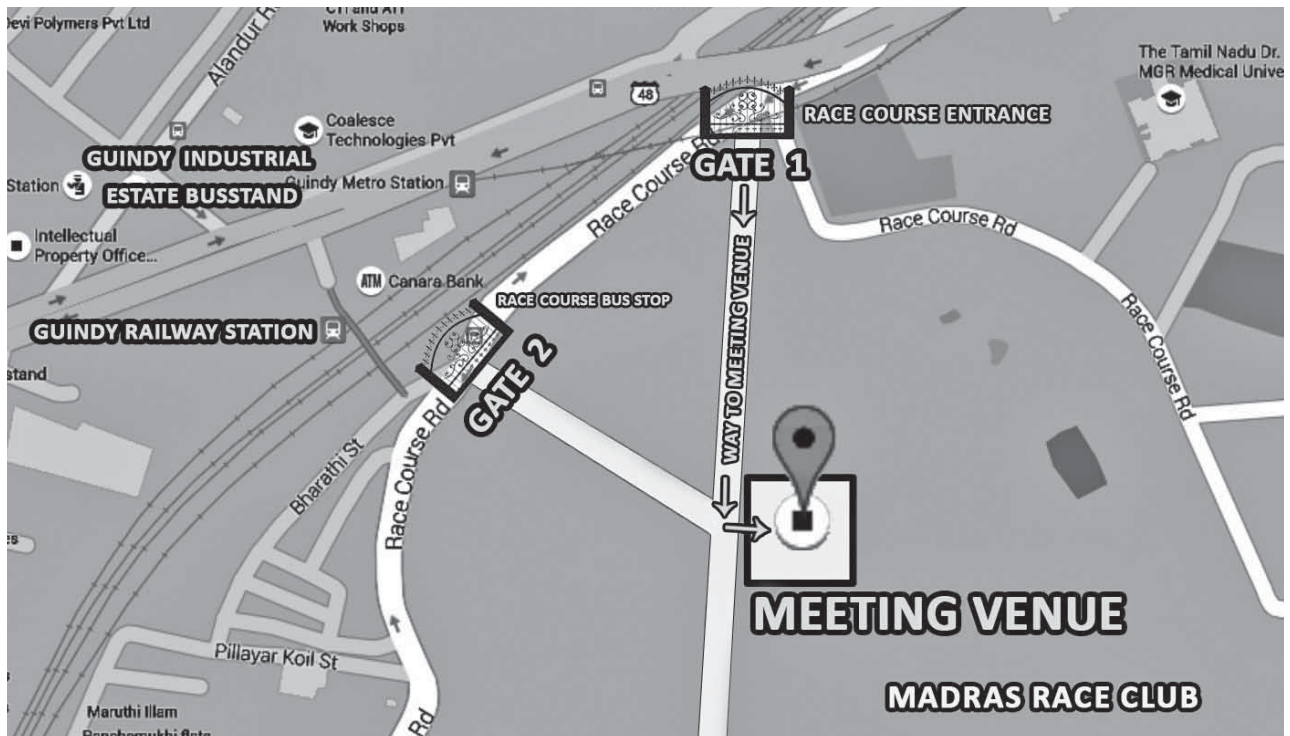
I/we hereby register my/our presence at the Sixteenth Annual General Meeting of the Company held on Friday, the 25th September 2015 at 10.00 AM at the Madras Race Club, Guindy Lodge, Guindy, Chennai 600 032.

Signature of Member/ Proxy

*Applicable for members holding shares in electronic form.

** Applicable for members holding shares in physical form.

ROUTEMAP



Tear Here