

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Seventeenth Annual General Meeting of the company will be held on Monday, the 12th September 2016 at 10.00 a.m., at Madras Race Club, Guindy Lodge, Guindy, Chennai 600 032, 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 2016 and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT the Audited Financial Statements of the Company on standalone and consolidated basis, for the financial year ended 31st March 2016, including the Balance Sheet as at 31st March 2016, 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 (DIN: 00238601) 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 an ORDINARY RESOLUTION:

RESOLVED THAT Mr.Ramanathan Sarathkumar (DIN: 00238601), 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 an 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 eighteenth AGM of the Company to be held in the year 2017, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS:

4. ALTERATION OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass, with or without modification the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 148 with the new set of regulations 1 to 116 as submitted to the meeting, and the same be and is hereby adopted in lieu of, and to the entire exclusion of the existing Regulations."

5. REAPPOINTMENT OF MRS.R RADIKAA SARATHKUMAR AS CHAIRPERSON & MANAGING DIRECTOR

To consider and, if thought fit, to pass, with or without modification the following resolution as a Special Resolution:

RESOLVED THAT pursuant to provisions of section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof) read with Schedule V and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to such other consents and permission as may be necessary, approval of the shareholders be and is hereby accorded for the reappointment of Mrs.R Radikaa Sarathkumar (DIN: 00238371) as Chairperson & Managing Director of the Company for further period of three years from 1st April 2016 to 31st March 2019 without any remuneration, upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment in such manner as may be agreed between the Board of Directors and Mrs.R Radikaa Sarathkumar.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to delegate all or any of its powers herein conferred to any committee of directors to give effect to this resolution"

6. REAPPOINTMENT OF MR.R SARATHKUMAR AS WHOLE-TIME DIRECTOR

To consider and, if thought fit, to pass, with or without modification the following resolution as a Special Resolution:

RESOLVED THAT pursuant to provisions of section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof) read with Schedule V and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to such other consents and permission as may be necessary, approval of the shareholders be and is hereby accorded for the reappointment of Mrs.R Sarathkumar (DIN: 00238601) as Director – Operations to hold the position as Whole-time Director of the Company for further period of three years from 1st April 2016 to 31st March 2019 at an all inclusive monthly remuneration of Rs.3,50,000/- (Rupees three lakh fifty thousand only), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment in such manner as may be agreed between the Board of Directors and Mr.R Sarathkumar.

RESOLVED FURTHER THAT in case of loss or inadequacy of profit in any financial year, the above said remuneration shall be paid under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to delegate all or any of its powers herein conferred to any committee of directors to give effect to this resolution.

7. AUTHORISATION TO BORROW FUNDS

To consider and, if thought fit, to pass, with or without modification the following resolution as a Special Resolution:

RESOLVED that the consent of the Company be and is hereby accorded in terms of Section 180(1)(c), 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Board of Directors to borrow monies from time to time, at their discretion, together with the monies already borrowed by the Company (apart from temporary loans to be obtained from the Company's bankers in the ordinary course of business) either from the Company's bankers and / or any one or more persons, entities or Financial Institutions including by issue of debentures or otherwise and whether unsecured or secured by charge, lien or pledge, mortgage and hypothecation of the Company's assets and properties whether tangible / intangible, movable or immovable, or stock-in-trade and work-in-progress / process, of the Company wherever situated, both present and future, on such terms and conditions as may be considered suitable by the Board of Directors up to a limit of Rs.50 crores (Rupees fifty crores only) irrespective of in excess of the aggregate of the paid-up capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, to do all acts, deeds, matters and things as deem necessary, proper or desirable to give effect to this resolution"

By Order of the Board
For Radaan Mediaworks India Limited

Date: 12th August 2016

Registered office:

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

KANHU CHARAN SAHU
Company Secretary

-Sd-

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 3 to 7 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 06th September 2016 to 12th September 2016 (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 11.00 a.m. and 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 2015-16 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. The route map showing directions to the venue of the meeting is annexed.
10. VOTING
 - a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 also 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 Friday, 09th September 2016 (9.00 a.m. IST) and ends on Sunday, 11th September 2016 (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 05th September 2016 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or DOB (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>* If both 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone user can download the app from the App Store and Windows Phone Store respectively. Please follow the instruction as prompted by the mobile app while voting on your mobile.

(xix) 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.

(xx) 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.

11. Details of directors seeking appointment/ re-appointment at the forthcoming annual General Meeting are provided below.

Name of the Director	Mrs.R Radikaa Sarathkumar	Mr.Ramanathan Sarathkumar
DIN	00238371	00238601
Date of Birth	21-08-1962	14-07-1954
Date of appointment on Board	18-10-2002	29-01-2005
Qualification	Degree in Home Science	B.Sc. (Math)
Expertise in specific functional area	Wide experience in media and entertainment industry	Wide experience in media and entertainment industry
List of Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL	NIL
Memberships / Chairmanships of committees of other public companies	NIL	NIL
Shareholding in the company	2,78,49,790	NIL
Relationship with other directors	Spouse of Mr. R Sarath kumar	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 12th August 2016 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.

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.

Item No.4:

The existing Articles of Association ("AoA) of the Company are based on the Companies Act, 1956 and it is desirable to modify the same to give effect to the provisions of Companies Act, 2013 ("Act"). Table 'F' of the Act sets out the model articles of association for a Company limited by shares. The proposed new set of regulations 1 to 116 is based on said Table F, and will be replaced for the old set of regulations 1 to 148 and shall be adopted as new AoA of the Company. The proposed draft new AoA forms part of this Notice, and the notice is being circulated without attaching it, however the same is being uploaded on the Company's website www.radaan.tv for perusal by the shareholders. Copy of the new AoA is available for inspection for members during office hours and members may also request for a copy of the same. The Board recommends the Resolution at Item No.4 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.

Item No.5:

Mrs.R.Radikaa Sarathkumar, one of the promoter directors, is an accomplished business personality and a role model in the industry, having the right blend of managerial talent, rich experience in acting and creative ability in conceptualizing, strategizing, directing and implementing successfully various entertainment related projects right from inception. The previous tenure as Chairperson & Managing Director of the company was expired on 31st March 2016. Considering the industry knowledge and vast experience she possesses, the Board of Directors at their meeting held on 13th February 2016, with recommendations of the Nomination and

Remuneration Committee, had approved her reappointment for further period of three years effective from 1st April 2016 subject to approval of shareholders.

Mrs.R.Radikaa Sarathkumar is not being paid any remuneration as Chairperson & Managing Director. However, she receives only professional fees for creative direction and acting in programs produced by the company at agreed prices.

The following may be treated as memorandum of her terms of appointment under section 190 of the Companies Act, 2013:

(a) Remuneration: Nil

(b) The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company

(c) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(d) The Managing Director shall adhere to the Company's internal codes and policies as may be applicable from time to time.

(e) The office of the Managing Director may be terminated by the Company or by the concerned Director by giving the other 3 (three) months' prior notice in writing.

The Board recommends the Resolution at Item No.5 for approval by the Members.

Except the appointee herself and Mr.R.Sarathkumar being her spouse, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution.

Item No.6:

Mr.R Sarathkumar is an executive director of the company and designated as Directors – Operation, responsible for entire day to day operations. His previous tenure was ended on 31st March 2016. He was receiving all inclusive monthly gross remuneration of Rs.3,50,000/- (Rupees three lakh fifty thousand only). Considering the industry knowledge and vast experience he possesses, the Board of Directors at their meeting held on 13th February 2016, with recommendations of the Nomination and Remuneration Committee, had approved his reappointment for further period of three years effective from 1st April 2016 without any change in his remuneration, subject to approval of shareholders.

The following may be treated as memorandum of his terms of appointment under section 190 of the Companies Act, 2013:

(a) Remuneration: All inclusive monthly Rs.3,50,000/- (Rupees Three Lakh Fifty Thousand Only)

(b) The office of the Director – Operations shall be held as position of a whole-time director. He shall be responsible for day-to-day operations of the Company in coordination with the Managing Director.

(c) The Director – Operations shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(d) The Director – Operations shall adhere to the Company's internal codes and policies as may be applicable from time to time.

(e) The office of the Director – Operations may be terminated by the Company or by the concerned Director by giving the other 3 (three) months' prior notice in writing.

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 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.3,89,20,327/- (during the financial year ended 31st March 2016)
(5)	Foreign Investment or collaboration	Investment in equities of wholly owned subsidiary in Singapore, Rs.9,35,000/- (as on 31st March 2016)

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 130 films. Throughout his career he has remained very popular and leading cine actor. He is one among the highly experienced and standing personalities in the industry. He has remained Honorary President of the South Indian Artistes Association. He was a Member of the Lower House of the Parliament. He was also a Member in Legislative Assembly of Tamil Nadu for the term 2011-16

(2) Past Remuneration:

The company was paying Rs.3,50,000/- 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.6 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

Item No.7:

As per Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company shall not borrow funds (apart from temporary loans to be obtained from the Company's bankers in the ordinary course of business) exceeding aggregate of paid-up share capital and free reserves unless the same is authorized by the shareholders of the Company by way of Special Resolution. Total borrowings of the Company does not exceed the prescribed limit, however in the light of recent developments in the industry, it may avail further funds to deploy in new initiatives or for growth in scale of current operation. The proposed resolution is for enabling the Board of Directors to exercise their power to borrow funds in the form of, term loans, working capital loans - both short-term and long-term, foreign currency borrowing(s) including external commercial borrowing(s), buyer's credit or such other loan(s), non-convertible debentures etc., in the ordinary course of business.

Generally, the terms of sanction of such borrowings, require the Company to create a mortgage / charge on the moveable and immovable properties of the Company in favour of the lenders. Creation of such mortgage / charge, as mentioned above, may be construed as "otherwise" disposing of the undertaking of the Company within the meaning of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder.

The Board recommends the Resolution at Item No.7 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.

By Order of the Board
For Radaan Mediaworks India Limited

Date: 12th August 2016
Registered office:
10,Paul Appasamy Street
T.Nagar, Chennai-600 017.

-Sd-
KANHU CHARAN SAHU
Company Secretary