

September 2, 2024

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G-Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400 051 Trading Symbol: TV18BRDCST	BSE Limited P J Towers, Dalal Street, Mumbai – 400 001 SCRIP CODE: 532800
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Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

Dear Sirs,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated August 30, 2024, alongwith the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process (“e-voting”) for re-appointment of Ms. Renuka Ramnath (DIN:00147182) as an Independent Director of the Company for another term of Five Years.

Postal Ballot Notice is being sent only through electronic mode to those members of the Company whose names appear on the register of members / register of beneficial owners, as on Friday, August 30, 2024 (“Cut-Off Date”), received from the Depositories and whose e-mail address is registered with the Company / Company’s Registrar and Transfer Agent, KFin Technologies Limited (“KFinTech”) / Depository Participant(s) / Depositories.

The Company has engaged the services of KFinTech, as the agency to provide e-voting facility to all its members.

The e-voting facility will be available during the following period:

Commencement of e-voting:	9:00 a.m. (IST) on Tuesday, September 3, 2024
End of e-voting:	5:00 p.m. (IST) on Wednesday, October 2, 2024

The Postal Ballot Notice is also available on the Company's website at www.nw18.com.

TV18 Broadcast Limited

(CIN – L74300MH2005PLC281753)

Regd. office: First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai-400013

T +91 22 40019000, 6666 7777 W www.nw18.com E: investors.tv18@nw18.com



This is for your information and records.

Thanking you,

Yours faithfully,
For **TV18 Broadcast Limited**

Vaibhav Mrinal Kher
Compliance Officer

Encl.: as above

- CC to : 1) **National Securities Depository Ltd.** 2) **Central Depository Services (India) Ltd.**
3rd Floor, Naman Chamber, Plot C-32, Marathon Futurex, A-Wing,
G-Block, Bandra Kurla Complex, 25th Floor, NM Joshi Marg, Lower parel
Bandra (East) Mumbai – 400051 Mumbai – 400013
- 3) **KFin Technologies Limited**
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500032

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To the Members of the Company,

Notice is hereby given that the resolution set out below is proposed for approval by the members of TV18 Broadcast Limited ("**the Company**") by means of Postal Ballot, only by remote e-voting process ("**e-voting**") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("**the Act**"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

The Board of Directors of the Company has appointed Mr. B. Narasimhan, a Practicing Company Secretary (Membership No.: FCS-1303), Proprietor, M/s BN & Associates, Company Secretaries, or failing him Mr. Venkataraman K, a Practicing Company Secretary (Membership No.: ACS-8897), as Scrutinizer for conducting the Postal Ballot through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited ("**KFinTech**" or "**Registrar and Transfer Agent**") as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Tuesday, September 3, 2024
End of e-voting:	5:00 p.m. (IST) on Wednesday, October 2, 2024

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorised by him. The results of e-voting will be announced on or before Friday, October 4, 2024, and will be displayed on the Company's website at www.nw18.com and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

Special Business :

1. Re-appointment of Ms. Renuka Ramnath (DIN:00147182) as an Independent Director of the Company for another term of Five Years.

To consider and pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the re-appointment of Ms. Renuka Ramnath (DIN: 00147182), Independent Director holding office upto July 15, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e., upto July 15, 2029;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For TV18 Broadcast Limited

Date: August 30, 2024

Adil Zainulbhai
Chairman

Registered Office:

First Floor, Empire Complex,
414- Senapati Bapat Marg, Lower Parel,
Mumbai, Maharashtra-400013
T: +91 22 4001 9000, 6666 7777
CIN: L74300MH2005PLC281753
Website: www.nw18.com
Email id: investors.tv18@nw18.com

Notes:

1. A statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in the Postal Ballot Notice and additional information as required under the Listing Regulations are annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, August, 30, 2024 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.nw18.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFinTech at <https://evoting.kfintech.com>.

4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.nw18.com) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. **Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("**SEBI Master Circular**"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. **The e-voting period commences at 9:00 a.m. (IST) on Tuesday, September 3, 2024 and ends at 5:00 p.m. (IST) on Wednesday October 2, 2024.**

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Wednesday, October 2, 2024.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to investors.tv18@nw18.com mentioning his / her / its folio number / DP ID and Client ID.
11. **PROCEDURE FOR E-VOTING:**

(i) E-VOTING FACILITY:

- a. The Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolution by electronic means.
- b. **The e-voting facility will be available during the following voting period:**

Commencement of e-voting:	9:00 a.m. (IST) on Tuesday, September 3, 2024
End of e-voting:	5:00 p.m. (IST) on Wednesday, October 2, 2024

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

- c. **The manner of e-voting by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given hereinbelow.**

(ii) **INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

- a. **Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**
- b. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:**

As per the SEBI Master Circular, all “individual members holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES	
National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ul style="list-style-type: none">i. Type in the browser / Click on the following e-Services link: https://eservices.nsd.comii. Click on the button “Beneficial Owner” available for login under “IDeAS” section.iii. A new page will open. Enter your User ID and Password for accessing IDeAS.iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-voting” under Value Added Services on the panel available on the left hand side.v. You will see Company Name “TV18 Broadcast Limited” on the next screen. Click on the e-Voting link available against TV18 Broadcast Limited or select e-Voting service provider “KFinTech” and you will be re-directed to e-voting page of KFinTech to cast your vote without any further authentication.	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ul style="list-style-type: none">i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox).ii. Enter your User ID and Password for accessing Easi/Easiest.iii. You will see Company Name “TV18 Broadcast Limited” on the next screen. Click on the e-Voting link available against TV18 Broadcast Limited or select e-Voting service provider “KFinTech” and you will be re-directed to e-voting page of KFinTech to cast your vote without any further authentication.

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES	
National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> i. To register, type in the browser / Click on the following e-Service link https://eservices.nsdl.com. ii. Select option “Register Online for IDeAS” available on the left hand side of the page. iii. Proceed to complete registration using your DP ID- Client ID, Mobile Number etc. iv. After successful registration, please follow steps given under Sr. No.1 above to cast your vote. 	<p>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration ii. Proceed to complete registration using your DP ID- Client ID (BO ID), etc. iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
<p>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on the following link: https://www.evoting.nsdl.com/ ii. Click on the button “Login” available under “Shareholder / Member” section. iii. On the login page, enter User ID (i.e.16-character demat account number held with NSDL, starting with IN), Login Type, i.e. through typing Password (in case you are registered on NSDL’s e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen. iv. You will see Company Name: “TV18 Broadcast Limited” on the next screen. Click on the e-Voting link available against TV18 Broadcast Limited or select e-Voting service provider “KFinTech” and you will be re- directed to the e-Voting page of KFinTech to cast your vote without any further authentication. 	<p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser/Click on the following link: https://evoting.cdslindia.com/Evoting/EvotingLogin ii. Provide Demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the E-voting link available against TV18 Broadcast Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Procedure to login through their demat accounts / Website of Depository Participant

Individual Shareholders holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their **demat accounts / websites of Depository Participants** registered with NSDL/CDSL. An option for **“e-Voting”** will be available once they have successfully logged-in through their respective logins. Click on the option **“e-Voting”** and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). **Click on the e-Voting link available against TV18 Broadcast Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID/Password are advised to use “Forgot User ID” / “Forgot Password” option available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000/ 022-2499 7000	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

c. INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE

(I) (A) In case a member receives an e-mail from the Company / KFinTech [for members whose e-mail address is registered with the Company / Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: [https:// evoting.kfintech.com](https://evoting.kfintech.com)
- (b) Enter the login credentials (**User ID and password provided in the e-mail**). The E-Voting Event Number+Folio No. or DP ID- Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> / or contact toll-free number 1800 309 4001 (from 9:00 a.m. to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
- (c) After entering these details appropriately, click on **“LOGIN”**
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for TV18 Broadcast Limited.
- (g) On the voting page, enter the number of shares as on the Cut-Off Date under either **“FOR”** or **“AGAINST”** or alternatively, you may partially enter any number under **“FOR” / “AGAINST”**, but the total number under **“FOR” / “AGAINST”** taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to **“ABSTAIN”** and vote will not be counted under either head.

- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (i) Voting has to be done for each item in this Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
 - (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
 - (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
 - (l) Once you confirm, you will not be allowed to modify your vote.
 - (m) **Institutional / Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail id : tv18.scrutinizer@kfintech.com with a copy marked to evoting.tv18@kfintech.com. Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".**
- (B) In case a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:**
- (a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching form ISR-1 available on the Company's website at www.nw18.com at investors.tv18@nw18.com or to KFinTech at tv18investor@kfintech.com.
 - (b) **Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.**
 - (c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
 - (d) Follow the instructions at (I) (A) (a) to (m) to cast your vote.
- (II) Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on <https://evoting.kfintech.com>
- (III) **Any member who becomes a Member of the Company after circulation of this Postal Ballot Notice and holding shares as on the Cut-off Date / any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:**
- (a) If the mobile number of the Member is registered against Folio No. / DP ID - Client ID, the Member may sent SMS:MYEPWD <space> E-voting Event Number + Folio No. or DP ID – Client ID to **9212993399**
 Example for NSDL : MYEPWD <space> IN12345612345678
 Example for CDSL : MYEPWD <space> 14023345612345678
 Example for Physical : MYEPWD <space> XXXX123456789
 - (b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID - Client ID and PAN to generate password.
 - (c) Member may call on KFinTech's toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).

- (d) Member may send an e-mail request to [**evoting.tv18@kfintech.com**](mailto:evoting.tv18@kfintech.com). After due verification of the request, User ID and password will be sent to the member.
 - (e) If the member is already registered with KFinTech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.
- (IV) In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: [**https://evoting.kfintech.com**](https://evoting.kfintech.com) or contact KFinTech as per the details given below.

(V) CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:

Members are requested to note the following contact details for addressing e-voting related grievances:

Mr. V. Balakrishnan, Vice President

KFin Technologies Limited

Selenium Tower B, Plot No. 31 & 32,

Gachibowli, Financial District,

Nanakramguda, Hyderabad 500 032

Toll-free No.: 1800 309 4001

(from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).

E-mail: [**evoting.tv18@kfintech.com**](mailto:evoting.tv18@kfintech.com)

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1

Ms. Renuka Ramnath was appointed as Independent Director of the Company for a term of 5 (five) years and she held office as Independent Director up to July 15, 2024.

The Nomination and Remuneration Committee and the Board of Directors, on the basis of report of performance evaluation, has recommended the re-appointment of Ms. Renuka Ramnath as Independent Director for a second term of 5 (five) consecutive years up to July 15, 2029, on the Board of the Company.

The Board, based on performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during the tenure, the continued association of Ms. Renuka Ramnath would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director. In the opinion of the Board, Ms. Renuka Ramnath fulfils the conditions for her appointment as Independent Director as specified in the Companies Act, 2013 ("the Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Ms. Renuka Ramnath is independent of the management. Accordingly, it is proposed to re-appoint Ms. Renuka Ramnath as Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Ms. Renuka Ramnath is not disqualified from being appointed as Director in terms of Section 164 of the Act, and has given her consent to act as Director.

Further, the Company has received declaration from her that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Listing Regulations and that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such Statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Ms. Renuka Ramnath for the office of Independent Director of the Company.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Ms. Renuka Ramnath is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Details of Ms. Renuka Ramnath, as stipulated under Listing Regulations and Secretarial Standard-2 ("SS-2") issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Ms. Renuka Ramnath as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for re-appointment of Ms. Renuka Ramnath as an Independent Director.

Copy of draft letter of appointment to be issued to Ms. Renuka Ramnath setting out the terms and conditions of her re-appointment is available for inspection, by the members, electronically. Members seeking to inspect the same can send an email to investors.tv18@nw18.com.

Save and except Ms. Renuka Ramnath and her relatives, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice.

The Board commends the Special Resolution set out at Item No 1 of the Notice for approval by the members.

By Order of the Board of Directors
For TV18 Broadcast Limited

Date: August 30, 2024

Adil Zainulbhai
Chairman

Registered Office:

First Floor, Empire Complex,
414- Senapati Bapat Marg, Lower Parel,
Mumbai, Maharashtra-400013
T: +91 22 4001 9000, 6666 7777
CIN: L74300MH2005PLC281753
Website: www.nw18.com
Email id: investors.tv18@nw18.com

Annexure to the Postal Ballot Notice

Ms. Renuka Ramnath	
Age	62 Years
Qualifications	<ul style="list-style-type: none"> • Graduate degree in textile engineering from V.J. Technological Institute (VJTI), University of Mumbai. • Post graduate degree in management studies from University of Mumbai • Advance Management Program from the Graduate School of Business Administration, Harvard University
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in investment banking, structured finance and e-commerce. Please visit Company's website www.nw18.com for detailed profile.
Terms and Conditions of Re-appointment	As per the resolution at Item No.1 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act, Ms. Renuka Ramnath is proposed to be re-appointed as an Independent Director.
Remuneration last drawn (including sitting fees, if any) / Past Remuneration	Rs. 8,00,000/-
Remuneration proposed to be paid	She is entitled to remuneration by way of fee for attending meetings of the Board and Committees thereof. Currently, the Company is not paying any commission to Directors. Payment of profit related commission, if any, shall be subject to provisions of the Act and in accordance with the Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees.
Date of first appointment on the Board	July 16, 2019
Shareholding in the Company as on date of Postal Ballot Notice	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of Board attended	FY 2023-24 : 6 out of 7 meetings held FY 2024-25 (till the date of this Postal Ballot Notice): 3 out of 3 meetings held
Directorships of other Boards as on date of Postal Ballot Notice	<p>Network18 Media & Investments Limited</p> <p>PVR Inox Limited</p> <p>Tata Communications Limited</p> <p>Peoplestrong Technologies Private Limited</p> <p>Vastu Housing Finance Corporation Limited</p> <p>Multiples Good Faith Foundation</p> <p>Zenex Animal Health India Private Limited</p> <p>TI Clean Mobility Private Limited</p> <p>Multiples Equity Fund Trustee Private Limited</p> <p>Multiples Alternate Asset Management Private Limited</p>

Membership / Chairpersonship of Committees of other Boards as on date of Postal Ballot Notice	Tata Communications Limited Audit Committee – Chairperson Nomination and Remuneration Committee – Member PVR Inox Limited Nomination and Remuneration Committee – Member Multiples Alternate Asset Management Private Limited Corporate Social Responsibility Committee – Chairperson Network18 Media & Investments Limited Audit Committee - Member Nomination and Remuneration Committee - Member
Listed entities from which the Director has resigned in the past three years	Arvind Limited

By Order of the Board of Directors
For TV18 Broadcast Limited

Date: August 30, 2024

Adil Zainulbhai
Chairman

Registered Office:

First Floor, Empire Complex,
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