

September 2, 2024

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G-Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400 051  Trading Symbol: <b>NETWORK18</b>	<b>BSE Limited</b> P J Towers, Dalal Street, Mumbai – 400 001  SCRIP CODE: <b>532798</b>
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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:

1. Appointment of Mr. Adil Zainulbhai (DIN:06646490) as Non-Executive Non - Independent Director of the Company;
2. Appointment of Ms. Renuka Ramnath (DIN:00147182) as an Independent Director of the Company;
3. Re-appointment of Mr. Rahul Joshi (07389787) as Managing Director of the Company.

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](http://www.nw18.com).

This is for your information and records.

Thanking you,

Yours faithfully,  
For **Network18 Media & Investments Limited**

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**Nitten Gupta**  
**Compliance Officer**

Encl.: as above

- CC to : 1) **National Securities Depository Ltd.** 2) **Central Depository Services (India) Ltd.**  
3<sup>rd</sup> Floor, Naman Chamber, Plot C-32, Marathons Futurex, A-Wing,  
G-Block, Bandra Kurla Complex, 25<sup>th</sup> 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



## NETWORK18 MEDIA & INVESTMENTS LIMITED

(CIN – L65910MH1996PLC280969)

**Registered Office:** First Floor, Empire Complex, 414, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

**Tel:** +91 22 4001 9000 / 6666 7777

**Website:** [www.nw18.com](http://www.nw18.com) | **E-mail:** [investors.n18@nw18.com](mailto:investors.n18@nw18.com)

### 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 resolutions set out below are proposed for approval by the members of Network18 Media & Investments 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 resolutions 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:

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

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](http://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. Appointment of Mr. Adil Zainulbhai (DIN:06646490) as Non-Executive Non-Independent Director of the Company.

To consider and pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 read with other applicable provisions, if any, 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), Mr. Adil Zainulbhai (DIN: 06646490) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation;

**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."

### 2. Appointment of Ms. Renuka Ramnath (DIN: 00147182) as an Independent Director of the Company.

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 appointment of Ms. Renuka Ramnath (DIN: 00147182), who was appointed as an Additional Director designated as an Independent Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company 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, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of 1 (one) year i.e. upto July 3, 2025 be and is hereby approved;

**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."

### 3. Re-appointment of Mr. Rahul Joshi (DIN: 07389787) as Managing Director of the Company.

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

**"RESOLVED THAT** in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the "Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to re-appoint Mr. Rahul Joshi (DIN:07389787) as Managing Director, for a period of 3 (three) years from the expiry of his present term of office i.e. w.e.f. July 9, 2024, on the terms, conditions and remuneration, including the remuneration to be paid in event of loss or inadequacy of profit, as set out in the statement annexed to this Postal Ballot Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

**RESOLVED FURTHER THAT** the Board 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 **Network18 Media & Investments 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: L65910MH1996PLC280969  
Website: [www.nw18.com](http://www.nw18.com)  
Email id: [investors.n18@nw18.com](mailto:investors.n18@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 resolutions 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](http://www.nw18.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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 resolutions 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 resolutions, 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.n18@nw18.com](mailto:investors.n18@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 resolutions by electronic means.
- b. **The e-voting facility will be available during the following voting period:**

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

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:

<b>PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES</b>	
<b>National Securities Depository Limited (“NSDL”)</b>	<b>Central Depository Services (India) Limited (“CDSL”)</b>
<p><b>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. Type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Click on the button <b>“Beneficial Owner”</b> available for login under <b>“IDeAS”</b> section.</li> <li>iii. A new page will open. Enter your User ID and Password for accessing IDeAS.</li> <li>iv. On successful authentication, you will enter your IDeAS service login. Click on <b>“Access to e-voting”</b> under <b>Value Added Services</b> on the panel available on the left hand side.</li> <li>v. You will see Company Name “Network18 Media &amp; Investments Limited” on the next screen. <b>Click on the e-Voting link available against Network18 Media &amp; Investments Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to e-voting page of KFinTech to cast your vote without any further authentication.</li> </ol> <p><b>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. To register, type in the browser / Click on the following e-Service link <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>ii. Select option <b>“Register Online for IDeAS”</b> available on the left hand side of the page.</li> <li>iii. Proceed to complete registration using your DP ID- Client ID, Mobile Number etc.</li> <li>iv. After successful registration, please follow steps given under Sr. No.1 above to cast your vote.</li> </ol>	<p><b>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. Type in the browser / Click on any of the following links: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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).</li> <li>ii. Enter your User ID and Password for accessing Easi/Easiest.</li> <li>iii. You will see Company Name “Network18 Media &amp; Investments Limited” on the next screen. <b>Click on the e-Voting link available against Network18 Media &amp; Investments Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to e-voting page of KFinTech to cast your vote without any further authentication.</li> </ol> <p><b>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. To register, type in the browser / Click on the following link: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>ii. Proceed to complete registration using your DP ID- Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol>

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES	
National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p><b>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Type in the browser / Click on the following link: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the button “<b>Login</b>” available under “<b>Shareholder / Member</b>” section.</li> <li>On the login page, enter User ID (i.e.16-character demat account number held with NSDL, starting with IN), LoginType, 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.</li> <li>You will see Company Name: “Network18 Media &amp; Investments Limited” on the next screen. <b>Click on the e-Voting link available against Network18 Media &amp; Investments Limited or select e-Voting service provider “KFinTech”</b> and you will be re- directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol>	<p><b>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Type in the browser/Click on the following link: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>Provide Demat Account Number and PAN.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; e-mail as recorded in the Demat Account.</li> <li>On successful authentication, you will enter the e-voting module of CDSL. <b>Click on the E-voting link available against Network18 Media &amp; Investments Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol>

Procedure to login through their demat accounts / Website of Depository Participant
<p>Individual Shareholders holding shares of the Company in Demat mode can access <b>e-Voting facility provided by the Company using login credentials of their demat accounts</b> (online accounts) through their <b>demat accounts/ websites of Depository Participants</b> registered with NSDL/CDSL. An option for “<b>e-Voting</b>” will be available once they have successfully logged-in through their respective logins. Click on the option “<b>e-Voting</b>” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). <b>Click on the e-Voting link available against Network18 Media &amp; Investments Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>

**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
<p>Members facing any technical issue during login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at <b>022-4886 7000 / 022-2499 7000</b></p>	<p>Members facing any technical issue during login can contact CDSL helpdesk by sending a request at <a href="mailto:evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>1800 22 55 33</b></p>



**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 Network18 Media & Investments 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 : [nw18.scrutinizer@kfintech.com](mailto:nw18.scrutinizer@kfintech.com) with a copy marked to [evoting.network18@kfintech.com](mailto:evoting.network18@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](http://www.nw18.com) at [investors.n18@nw18.com](mailto:investors.n18@nw18.com) or to KFinTech at [nwminvestor@kfintech.com](mailto:nwminvestor@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 send 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.network18@kfintech.com](mailto:evoting.network18@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> 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.network18@kfintech.com](mailto:evoting.network18@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**

The Members are informed that Mr. Adil Zainulbhai (DIN:06646490) completed his second term as independent director of the Company on July 6, 2024.

The Nomination and Remuneration Committee was of the view that considering his vast experience and appropriate skill sets *inter-alia* in Strategy Development; Finance and Risk Management; Public Policy; Governance; Human Resource and Leadership Skills his continued presence would further strengthen the Board and recommended to the Board his appointment as Non-Executive Non-Independent Director.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on July 4, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, had appointed Mr. Adil Zainulbhai (DIN : 06646490) as an Additional Director (Non-Executive Non-Independent Director) on the Board of the Company w.e.f. July 7, 2024.

Mr. Adil Zainulbhai is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. Adil Zainulbhai does not hold any share of the Company in his name. He is not related to any other Director or Key Managerial Personnel of the Company. Other details of Mr. Adil Zainulbhai as required to be disclosed under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standard-2 ("**SS-2**") issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

The Company has also received a notice under Section 160 of the Act in writing from a member of the Company proposing the candidature of Mr. Adil Zainulbhai for the office of Director of the Company. The Company has also received declaration from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

He 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 within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 152 of the Act and applicable provisions of the Listing Regulations, appointment of a director requires approval of members of the company by way of an ordinary resolution. Accordingly, the approval of Members is sought for appointment of Mr. Adil Zainulbhai as Non-Executive Non-Independent Director of the Company.

Save and except Mr. Adil Zainulbhai and his 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 Ordinary Resolution set out at Item No. 1 of this Notice for approval by the members.

## Item No. 2

The Members of the Company are already aware about the ongoing Composite Scheme of Arrangement amongst e-Eighteen.com Limited and its shareholders and creditors & TV18 Broadcast Limited and its shareholders and creditors & Network18 Media & Investments Limited and its shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. Post the consummation of the Scheme, the Company will be owning broadcasting channels and only persons having clearance from Ministry of Information and Broadcasting (MIB) can be the directors of the Company. Both Nomination and Remuneration Committee and the Board took note of the view that Ms. Renuka Ramnath, presently an independent director of TV18 Broadcast Limited, Subsidiary Company, already has MIB clearance.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on July 4, 2024, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company, appointed Ms. Renuka Ramnath (DIN: 00147182) as an Additional Director (Independent) on the Board of the Company for a term of 1 (one) year w.e.f. July 4, 2024.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Ms. Renuka Ramnath as an Independent Director requires approval of Members of the Company.

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

The Company has also received declaration from Ms. Renuka Ramnath that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'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 in writing from a member of the Company proposing the candidature of Ms. Renuka Ramnath for the office of Director of the Company.

In the opinion of the Board, Ms. Renuka Ramnath fulfils the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations. Ms. Renuka Ramnath is independent of the management and possesses appropriate skills, experience and knowledge as an independent director.

Details of Ms. Renuka Ramnath, as required to be disclosed under the provisions of the Listing Regulations and Secretarial Standard-2 ("**SS-2**") issued by the Institute of Company Secretaries of India, are provided in the "**Annexure**" to this Postal Ballot Notice.

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, re-imbursment of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Ms. Renuka Ramnath as an Independent Director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, 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 appointment of Ms. Renuka Ramnath as an Independent Director of the Company.

Copy of the Draft letter of appointment of Ms. Renuka Ramnath setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an e-mail to [investors.n18@nw18.com](mailto:investors.n18@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. 2 of this Postal Ballot Notice.

The Board of Directors commends the Special Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

### Item No. 3

The Board of Directors of the Company ("**the Board**"), at its meeting held on July 4, 2024, subject to the approval of Members, re-appointed Mr. Rahul Joshi (DIN:07389787) as Managing Director, for a period of 3 (three) years from the expiry of his present term, i.e. with effect from July 9, 2024, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee ("**NRC**") of the Board.

Members' approval is sought for the re-appointment of and remuneration payable to Mr. Rahul Joshi as Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ("**the Act**").

Broad particulars of the terms of re-appointment of, and remuneration payable to, Mr. Rahul Joshi as Managing Director, are stated as under:

#### a) **Salary, Perquisites and Allowances per annum:**

Particulars	Amount (₹ in crore)	Period
Salary, Perquisites and Allowances per annum	10.00	9th July, 2024 -31st March, 2025
Salary, Perquisites and Allowances per annum	11.00	1st April, 2025-8th July, 2027

The perquisites and allowances, as aforesaid, shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules made thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. He is also entitled to medical reimbursement as per the policy of the Company for senior managerial executives.

#### b) **Contribution to provident fund, superannuation or annuity fund, gratuity etc.:**

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under a) above.

#### c) **Increment / incentive :**

Any increment in salary, perquisites, allowances and remuneration by way of incentive / bonus / performance linked incentive payable to Mr. Rahul Joshi, as may be determined by the Board and / or the NRC of the Board, shall be in addition to remuneration under a) above.

#### d) **Reimbursement of Expenses:**

Expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

#### e) **General**

- i. The Managing Director shall perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of Managing Director will be under the overall authority of the Board of Directors.
- ii. 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.

- iii. Since Mr. Rahul Joshi is also the Managing Director of TV18 Broadcast Limited, the subsidiary company of the Company, he can be paid remuneration set out above either from the Company or from the subsidiary company or from both, provided that the total remuneration drawn from the companies shall not exceed the remuneration set out as above.
- iv. The Managing Director shall adhere to the Company's Code of Conduct.
- v. The office of Managing Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.
- vi. In case of loss or inadequacy of profit in any financial year, the Managing Director shall be paid remuneration as detailed in point a) read with points b) to e) hereinabove.

Below are the disclosures as required, *inter-alia*, under Schedule V of the Act and Secretarial Standard 2:

**(1) Information about the Company:**

- a. Nature of Industry -

Network18 Media & Investments Limited is one of India's most diversified Media and Entertainment conglomerates. It has interests across television, digital content, filmed entertainment, magazines and allied businesses.

- b. Date of Commencement of Commercial Production – The Company started its operations in the year 1996.

- c. Financial Performance –

Financial Performance of the Company as on March 31, 2024 (Standalone) was as below:

Total Income: 213.5 crore

Loss before Depreciation and Amortisation Expense, Interest and tax: 75.8 crore

Loss for the year: 262.3 crore

- d. Foreign Investments or Collaboration – There is no foreign collaboration in the Company. However, the Company and its subsidiaries have licensing agreements with foreign parties for use of brands and sharing of news content. The Company also has foreign joint venture partners in respect of its entertainment and infotainment subsidiaries.

The Equity shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

As on March 31, 2024 total foreign shareholding in the Company was 3.69% of the total capital of the Company.

**(2) Information about the Appointee:**

Under the leadership of Mr. Rahul Joshi, Network18 has become one of the top news companies of the country. Under his guidance, the organisation has transitioned towards a digital-first mindset while strengthening the TV portfolio. TV network has seen consistent improvement in user reach and engagement metrics with channels like CNBC TV18, CNN News18, News18 India and several regional channels rising to leadership in their respective markets. Platforms like Moneycontrol, News18.com, and Firstpost have risen to become the top digital news brands in the country. He has been instrumental in transforming the organisation towards a converged structure with a strong focus on digital. Considering the significant improvement in the operations of the Company and the growth in consumer brand recall of 'News18' under his leadership, the Board of Directors are of view that Mr. Rahul Joshi should continue in his position of Managing Director of the Company and has accordingly recommended his re-appointment and remuneration as set out in this Notice for approval of the Members. The remuneration proposed to Mr. Rahul Joshi as Managing Director is as per industry standards considering the nature of business and his profile, experience and exposure.

Mr. Rahul Joshi is also Managing Director of TV18 Broadcast Limited, subsidiary company. Details w.r.t. his other directorships, committee positions, etc. have been disclosed in "**Annexure**" to this Postal Ballot Notice.

Mr. Rahul Joshi is / has not been related to any of the directors or promoters of the Company, its parents or any of its subsidiaries. Further, he does not have any interest, directly or indirectly, in the capital of the Company, its parents or subsidiary companies. Apart from receiving entitled remuneration, Mr. Rahul Joshi has no pecuniary relationship, directly or indirectly, with the Company.

## **Other Relevant Information**

### **A) Reasons of loss or inadequate profits-**

Network18 operates primarily in the digital media space and holds strategic interests in broadcasting (TV18 Broadcast Ltd.) and digital commerce (Big Tree Entertainment Pvt. Ltd.). With content consumption on digital medium gaining traction, the Company had strategically increased investments in digital content and technology functions over the last few years, with an objective to attain leadership in the segment. While the Company has seen a significant growth in operating metrics and revenue over this period, the business is still in a growth phase and has been incurring losses. The Company also has high finance costs as a result of the investments it has made in subsidiaries and associates over the years. The TV news business (part of subsidiary TV18 Broadcast Ltd.) has also seen an impressive growth in revenue over the last few years while being consistently profitable.

### **B) Steps taken or proposed to be taken for improvement –**

A Scheme of Arrangement for merger of TV18 Broadcast Ltd. and e-Eighteen.com Ltd. with Network18 was approved by the Board of Directors of the respective companies on December 6, 2023. The merger will consolidate TV and Digital news businesses of the Network18 group in one company and will help create India's largest platform-agnostic news media powerhouse with the widest footprint across languages, straddling both TV and Digital. Company's TV broadcasting portfolio is the largest in the country and has seen growth in viewership share across markets. Its channels are amongst the leading players across key genres like English Business News, English General News and Hindi General News (including region-focused channels in Hindi speaking markets). The TV segment continues to be profitable and will help improve the financial metrics of the Company. Network18 has been making investments in the Digital business and has delivered substantial progress over the last few years. News18, Moneycontrol, Firstpost, have seen growth across key user metrics and have strengthened their positions with comprehensive editorial coverage and enhanced product experience. Given the nature of the business, there is usually a lag between improvement in market share and a commensurate increase in monetisation. The Company expects its financial performance to improve as it leverages the strong position of its portfolio across markets.

### **C) Expected increase in productivity and profits –**

As media segment typically has a high operating leverage, an increase in Company's revenues will have a direct impact on its profits. The Company is also working towards optimizing discretionary costs which will aid profitability.

Mr. Rahul Joshi satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub section (3) of Section 196 of the Act for being eligible for his re-appointment. Further, he is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to be re-appointed as the Managing Director of the Company.

The above may be treated as written memorandum setting out the terms of re-appointment of Mr. Rahul Joshi under Section 190 of the Act.

Other relevant details of Mr. Rahul Joshi as required under the provisions of Schedule V to the Act; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 ("SS-2") issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Mr. Rahul Joshi is interested in the resolution set out at Item No. 3 of the Notice. The relatives of Mr. Rahul Joshi may be deemed to be interested in the resolution set out at Item No.3 of this Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Special Resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the Members.

By Order of the Board of Directors  
For **Network18 Media & Investments 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: L65910MH1996PLC280969  
Website: [www.nw18.com](http://www.nw18.com)  
Email id: [investors.n18@nw18.com](mailto:investors.n18@nw18.com)



## Annexure to the Postal Ballot Notice

<b>Mr. Adil Zainulbhai</b>	
Age	70 Years
Qualifications	<ul style="list-style-type: none"><li>• Mechanical Engineering Graduate from IIT</li><li>• MBA from Harvard University</li></ul>
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in Strategy Development, Risk Management and Governance. Please visit Company's website   <a href="http://www.nw18.com">www.nw18.com</a> for detailed profile.
Terms and Conditions of Appointment	As per the resolution at Item No.1 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act, Mr. Adil Zainulbhai is proposed to be appointed as a Non-Executive Non-Independent Director
Remuneration last drawn (including sitting fees, if any) / Past Remuneration	Rs. 21 Lakhs
Remuneration proposed to be paid	He 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 7, 2014
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 6 meetings held (as an Independent Director) FY 2024-25 (till the date of this Postal Ballot Notice) : - 3 out of 3 meetings held (2 meetings - As an Independent Director and 1 meeting - As Non-Executive Non-Independent Director)
Directorships of other Boards as on date of Postal Ballot Notice	TV18 Broadcast Limited Cipla Limited Reliance Retail Ventures Limited Viacom18 Media Private Limited Reliance Retail Limited C3 Medicare Private Limited Piramal Foundation Unnati Employment Network Open Network for Digital Commerce

Membership / Chairpersonship of Committees of other Boards as on date of Postal Ballot Notice	<p><b>Cipla Limited</b> Nomination and Remuneration Committee - Member Stakeholders' Relationship Committee - Member Corporate Social Responsibility Committee - Member</p> <p><b>Reliance Retail Ventures Limited</b> Audit Committee – Chairman Corporate Social Responsibility Committee - Chairman Nomination and Remuneration Committee - Member</p> <p><b>Viacom18 Media Private Limited</b> Audit Committee – Member Nomination and Remuneration Committee - Chairman Corporate Social Responsibility Committee - Chairman</p> <p><b>TV18 Broadcast Limited</b> Audit Committee – Chairman Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Chairman Risk Management Committee – Chairman</p>
Listed entities from which the Director has resigned in the past three years	None
<b>Ms. Renuka Ramnath</b>	
Age	62 Years
Qualifications	<ul style="list-style-type: none"> <li>Graduate degree in textile engineering from V.J. Technological Institute (VJTI), University of Mumbai.</li> <li>Post graduate degree in management studies from University of Mumbai</li> <li>Advance Management Program from the Graduate School of Business Administration, Harvard University</li> </ul>
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in investment banking, structured finance and e-commerce. Please visit Company's website <a href="http://www.nw18.com">www.nw18.com</a> for detailed profile.
Terms and Conditions of Appointment	As per the resolution at Item No. 2 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act, Ms. Renuka Ramnath is proposed to be appointed as an Independent Director.
Remuneration last drawn (including sitting fees, if any) / Past Remuneration	Not Applicable
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 Companies Act, 2013 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 4, 2024
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 : Not Applicable FY 2024-25 (till the date of this Postal Ballot Notice) : 2 out of 2 meetings held
Directorships of other Boards as on date of Postal Ballot Notice	TV18 Broadcast Limited PVR Inox Limited Tata Communications Limited Peoplestrong Technologies Private Limited Vastu Housing Finance Corporation Limited Multiples Good Faith Foundation Zenex Animal Health India Private Limited TI Clean Mobility Private Limited Multiples Equity Fund Trustee Private Limited Multiples Alternate Asset Management Private Limited
Membership / Chairpersonship of Committees of other Boards as on date of Postal Ballot Notice	<b>Tata Communications Limited</b> Audit Committee – Chairperson Nomination and Remuneration Committee – Member <b>PVR Inox Limited</b> Nomination and Remuneration Committee – Member <b>Multiples Alternate Asset Management Private Limited</b> Corporate Social Responsibility Committee – Chairperson
Listed entities from which the Director has resigned in the past three years	Arvind Limited
<b>Mr. Rahul Joshi</b>	
Age	54 Years
Qualifications	Masters in Management Studies from Narsee Monjee Institute of Management Studies (NMIMS), Mumbai University.
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in media and entertainment industry. Please visit Company's website <a href="http://www.nw18.com">www.nw18.com</a> for detailed profile.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013 ("the Act"), Mr. Rahul Joshi, who was appointed as Director of the Company by the shareholders at their Annual General Meeting held on September 27, 2021, is liable to retire by rotation.  Further, as per the resolution at Item No.3 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act, Mr. Rahul Joshi is proposed to be re-appointed as Managing Director for a period of 3 (Three) years.
Remuneration last drawn (including sitting fees, if any) / Past Remuneration	Mr. Rahul Joshi, who is also the Managing Director of TV18 Broadcast Limited (TV18), subsidiary company, was paid Rs. 9.21 crore (including retiral benefits) during financial year 2023-24 from TV18, in accordance with the approved terms of appointment.
Remuneration proposed to be paid	Please refer to explanatory statement to Item No. 3 of the Postal Ballot Notice
Date of first appointment on the Board	July 9, 2018
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 6 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	TV18 Broadcast Limited Viacom18 Media Private Limited AETN18 Media Private Limited IndiaCast Media Distribution Private Limited Reliance Content Distribution Limited News Broadcasters & Digital Association Indian Broadcasting & Digital Foundation Indian Digital Media Industry Foundation
Membership / Chairpersonship of Committees of other Boards as on date of Postal Ballot Notice	<b>AETN18 Media Private Limited</b> Nomination and Remuneration Committee - Member <b>TV18 Broadcast Limited</b> Stakeholders' Relationship Committee – Member Risk Management Committee – Member <b>Viacom18 Media Private Limited</b> Audit Committee – Chairman Nomination and Remuneration Committee - Member
Listed entities from which the Director has resigned in the past three years	Nil

By Order of the Board of Directors  
For **Network18 Media & Investments Limited**

Date: August 30, 2024

**Adil Zainulbhai**  
**Chairman**

**Registered Office:**

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414-Senapati Bapat Marg, Lower Parel,  
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T: +91 22 4001 9000, 6666 7777  
CIN: L65910MH1996PLC280969  
Website: [www.nw18.com](http://www.nw18.com)  
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