

June 6, 2013

National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051

BSE Limited  
P J Towers  
Dalal Street,  
Mumbai - 400 001

Sub - **Clause 31- Notice of Postal Ballot**

Dear Sir/ Madam,

Pursuant to Section 192A of the Companies Act, 1956 ("Act") read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ("Rules") M/s TV18 Broadcast Limited ("the Company") is seeking consent of the Shareholders for (i) making inter -corporate Loans, Investments, give guarantee or provide security under Section 372A of the Act; (ii) Payment of remuneration to Ms. Ritu Kapur, a relative of Director, under Section 314 of the Act for holding / continue to hold the office or place of profit in the Company / Subsidiary Companies; and (iii) Payment of Commission to Non-Executive / Independent Director(s) of the Company under Section 309 of the Act by way of postal ballot.

Further the Company has completed the dispatch of Postal Ballot Notice(s) alongwith the Postal Ballot Form(s) and business reply envelop(s) (wherein postage will be paid by the Company) to all the Members of the Company whose name appear in the Register of Members as on May 24, 2013. Members, whose e-mail ids are registered in the depository system, have been sent Notice of Postal Ballot by e-mail as a part of the Green initiative of the Ministry of Corporate Affairs and others are sent by post along with Postal Ballot Form and Business Reply Envelop.

The last date of the return of duly completed and signed Postal Ballot Forms is July 05, 2013. All Postal Ballot forms received thereafter will be strictly treated as if reply from such members has not been received.

The Company has made arrangements with National Securities Depository Limited to offer e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form E-voting shall commence on Thursday, June 6, 2013. Please note that e-voting is allowed till 5.00 P.M on Friday, July 05, 2013.



TV 18 Broadcast Limited

Corp. Office: Express Trade Tower, Plot No. 15-16, Sector 16A, Noida, Uttar Pradesh - 201 301, India

T +91 120 434 1818 F +91 120 432 4110 W www.network18online.com

Regd. Office: 503, 504 & 507, 5th Floor, Mercantile House, 15, Kasturba Gandhi Marg, New Delhi - 110 001





Pursuant to Clause 31 of the Listing Agreement, we are enclosing herewith 6 copies of the Postal Ballot Notice.

You are requested to kindly take above information on record.

Thanking You,

Yours faithfully,

For **TV18 Broadcast Limited**

**Hitesh Kumar Jain**  
**DGM-Corporate Affairs**  
**& Company Secretary**

Encl. As Above



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## TV18 BROADCAST LIMITED

Registered Office: 503, 504 & 507, 5<sup>th</sup> Floor, Mercantile House, 15 Kasturba Gandhi Marg, New Delhi-110 001  
Corporate Office: Express Trade Tower, Plot No. 15 & 16, Sector 16 A, Noida-201301 (U.P.)

### POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

NOTICE is hereby given that, pursuant to Section 192A of the Companies Act, 1956, as amended, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, TV18 Broadcast Limited (hereinafter referred to as "Company" or "TV18") proposes to obtain approval of its Members for the Special Resolution(s) as given in this notice by way of Postal Ballot.

The proposed resolutions and the explanatory statement thereto, pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956, along-with a Postal Ballot Form are enclosed with this notice for your consideration. This notice is being sent to all the members whose names appear in the Register of Members of the Company as on Friday, 24<sup>th</sup> May 2013.

The Board of Directors have appointed Mr. Anil K. Bhayana, a Practising Company Secretary, as Scrutinizer and Mr. Neelesh Kumar Jain, Practising Company Secretary, as an Alternate Scrutinizer (herein after referred as "Scrutinizer") for conducting the postal ballot process in a fair and transparent manner. The Scrutinizer's decision on the validity of Postal Ballot shall be final.

In accordance with Clause 35B of the Listing Agreement entered into by the Company with Stock Exchanges on which its equity shares are listed and provisions of Section 192A of the Companies Act, the Company is pleased to provide electronic voting ("e-voting facility") as an alternate for its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Forms by Post. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities to its members.

It may be noted that e-voting is optional. If a member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a member votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the vote cast through e-voting shall only be considered and voting through Postal Ballot Form shall not be considered by the Scrutinizer. The e-voting facility is available at the link <https://www.evoting.sdl.com> till 5 p.m. on Friday, 5<sup>th</sup> July 2013. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

You are requested to carefully read the instructions printed on the accompanying Postal Ballot Form and return the same (in Original) duly completed and signed if, the voting is exercised through Postal Ballot in the enclosed self addressed, postage prepaid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours on Friday, 5<sup>th</sup> July 2013 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the member. Accordingly Members are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.

Your Company is pleased to offer e-voting facility as an

alternate, for its members. The procedure for e-voting is given after the Explanatory Statement.

Upon completion of the scrutiny of the Postal Ballot Forms/ e-voting, the Scrutinizer shall submit his final report to the Chairman/ Director/ Company Secretary. The result of the Postal Ballot will be announced by the Company on Saturday, 6<sup>th</sup> July 2013 at the Registered Office of your Company and will be published in newspapers, after such announcement.

In the event of the proposed resolutions is assented to by requisite majority of the Members by means of Postal Ballot, the date of declaration of result shall be deemed to be the date of passing of the said resolutions.

### PROPOSED RESOLUTIONS:

(1) To consider and, if thought fit, pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 372A and other applicable provisions, if any of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof for the time being in force), Foreign Exchange Management Act, 1999, directions issued by the Reserve Bank of India (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of Memorandum and Articles of Association of the Company, other applicable statute(s), rule(s) and regulation(s), if any, and subject to such approval(s), consent(s), sanction(s) and permission(s) of appropriate authorities or bodies as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall include a Committee of the Board constituted/ to be constituted) of the Company to make loans to any body corporate, make investment from time to time by way of subscription, purchase from existing members or otherwise in the securities (including equity/ordinary shares, preference shares, debentures or any other kind of instruments, whether convertible or not) of any body corporate or give guarantee or provide any security in connection with a loan made by any other person to, or to any other person by, any body corporate(s) in excess of 60 percent of the paid up share capital & free reserves of the Company or 100 percent of the free reserves of the Company, whichever is higher, as detailed in the attached Explanatory Statement, and as the Board may in its absolute discretion deem beneficial and in interest of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such steps and/ or actions, as may be necessary, desirable or expedient for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all the matters arising out of and incidental thereto, and to sign, seal and execute all deed(s), application(s), document(s) and writing(s) that may be required, on behalf of the Company and generally to do all such act(s), deeds, matters and things that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things

that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid matter.”

**(2) To consider and, if thought fit, pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 314(1), (1B) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re enactment thereof for the time being in force) (hereinafter referred to as the “**Act**”) and the provisions of the Director’s Relatives (Office or Place of Profit) Rules 2011 (hereinafter referred to as the “**Rules**”), and subject to the approval of the Central Government and further subject to such conditions, as may be prescribed or imposed by the Central Government while granting such approval, consent of the members of the Company be and is hereby accorded for increase in the remuneration, of Ms. Ritu Kapur, a relative of a Director of the Company for holding/ continue to hold the office or place of profit in the Company, to be paid w.e.f. from June 1, 2013 for a period of 20 years or upto the age of superannuation as per the policy of the Company (in force from time to time) whichever is later, for rendering her services to the Company and /or any of its subsidiary companies in the capacity of Producer, Director, Editor, Content Head etc. for television shows or in any such other capacity / role as may be decided from time to time by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall include a Committee of the Board constituted/ to be constituted).

**a) Salary:**

Basic	Rs. 4,00,000/- per month
HRA	50% of basic per month
Special Allowance (by whatever named called)	Rs 2,00,000 per month

**b) Perquisites and Allowances:**

Ms. Ritu Kapur will also be entitled to perquisites, benefits and allowances like residential accommodation (or house rent allowance in lieu thereof), special allowance, education allowance, reimbursement of telephone expenses, medical allowance, leave travel allowance, health coverage under group mediclaims, personal accident insurance, leave and encashment of leave, contributions to provident fund and superannuation or annuity fund, gratuity and/or contribution to gratuity fund, chauffeur driven company maintained / leased car (or allowances in lieu thereof) and such other payments in the nature of perquisites, benefits and allowances as per Company Policy in force from time to time or as may otherwise be decided by the Company.

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby also accorded for such annual increments and / or revisions from time to time in the total remuneration of Ms. Ritu Kapur, not exceeding 30% of the last total remuneration paid, as may be considered appropriate by the Board and/ or Group Human Resource Head of the Company.

**RESOLVED FURTHER THAT** the Board, Network18 Group Chief Financial Officer, Group Senior Vice President - Corporate Affairs and Company Secretary of the Company be and are hereby severally authorized to approach the Central Government or any other authorities, as may be required, for obtaining the requisite approval thereof under Section 314 of the Act read along with Rules, as the proposed total monthly remuneration would exceed the amount prescribed by the Central Government.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, Network18 Group Chief Financial Officer, Group Senior Vice President - Corporate Affairs and Company Secretary of the Company be and are hereby severally authorized to sign, seal and execute the necessary application(s), document(s), paper(s) etc. as may be required and to do all such acts, deeds, matters and things, take necessary steps in the manner as they may in their absolute discretion deem necessary, desirable or expedient, including but not limited to making application(s) to the Central Government or any other authorities, as may be applicable, for seeking their permission(s) / consent(s), for paying the aforesaid increased remuneration to Ms. Ritu Kapur for holding / continue to hold office or place of profit as above stated and to settle any questions / difficulties/ doubts that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by or pursuant to this resolution.”

**(3) To consider and, if thought fit, pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 309 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re enactment thereof for the time being in force) (hereinafter referred to as the “**Act**”) and subject to all permission(s), sanction(s) and approval(s) as may be necessary and required, the consent of the Members of the Company be and is hereby accorded for payment of commission, in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof, to any Non-Executive / Independent Director(s) of the Company calculated in accordance with and up to the limits laid down under the provisions of Sections 198, 309, 349 and 350 of the Act, a sum not exceeding 1 % (*one percent*) per annum of the net profits of the Company, in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall include a Committee of the Board constituted/ to be constituted) and such payments be made in respect of the profits of the Company for each year by way annual payments for a period of five years effective from the Financial Year 2013-14 commencing from April 1, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to decide of the distribution of the aforesaid commission in such manner as it may deem fit and to take all such actions and to do all such acts, deeds, matters and things and execute all such document and writings as it may in its absolute discretion deem necessary and expedient and to settle any question, difficulty or doubt that may arise in this regard.”

By Order of the Board  
For TV18 Broadcast Limited

Sd/-

Hitesh Kumar Jain  
DGM-Corporate Affairs &  
Company Secretary

Date : 13th May 2013  
Place : Noida .

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956**

**ITEM No. 1**

Your Directors wish to state that your Company has always been focusing on making substantial investments in the areas of television broadcasting, movie, content production/distribution, developing and broadcasting visual material or content in the field of news, general entertainment, films etc. In pursuit of this objective, your Company has identified regional space as the next high growth area and accordingly, entered into an agreement to acquire Equator Trading Enterprises Private Limited ("ETEPL"), a Company which holds 100 % stake in Panorama Television Private Limited (which runs four regional Hindi news channels and one Urdu channel), 50% stake in Prism TV Private Limited (which owns five general entertainment channels) and 24.5% stake in Eenadu Television Pvt. Ltd. (which owns two ETV channels) (collectively referred to as "ETEPL Companies").

In October 2012, your Company had paid the advance for acquisition of 100% stake in ETEPL, however, the shares of ETEPL are not yet transferred to the Company due to pending regulatory compliances which are under process. However, in the interim in order to fuel the growth of these regional news and entertainment companies, your Company is desirous of meeting the funding requirements of these companies by way of making investments by providing loans or guarantees to these companies. As per the provisions of Section 372A of the Companies Act, 1956 a company cannot make Inter-corporate Loan, Investment, give guarantee or provide security, in connection with a Loan made by any other person to, or to any other person by any body Corporate (herein after collectively called as 'investments') in excess of 60% of its paid up capital & free reserves or 100% of free reserve, whichever is higher, unless approved previously by its Members.

Since the proposed amount of investments together with the existing investments/guarantees etc would exceed the limits prescribed under section 372A of the Companies Act, 1956, the approval, confirmation and ratification of Members of the Company is sought by way of this resolution.

Approval of the Members of the Company is sought to authorize the Board to make following investments/ loans/corporate guarantees directly or indirectly):

Name of Entity (ie)	Company/	Amount of Investment, Loans, Securities etc. (In INR)
Prism TV	Private Limited	Upto Rs.100 Crores
Panorama Limited	Television Private	Upto Rs. 25 Crores

Your Directors recommend that this resolution be passed as a Special Resolution through Postal Ballot.

None of the Directors and Manager of the Company is in any way concerned or interested in the resolution except to the extent of their shareholding in the Company.

**ITEM No.**

The Members of the Company were informed earlier that pursuant to the merger of business news undertaking inter alia comprising of channels i.e. 'CNBC TV18' and 'CNBC Awaaz' from erstwhile Television Eighteen India Limited (hereinafter referred to as "Television18") to the Company through the Scheme of Arrangement between the Company, Television18 and other up companies as approved by the Hon'ble High

Court of Delhi vide its order dated April 26, 2011 (hereinafter referred to as the "Scheme"), Ms. Ritu Kapur, who was an employee of Television18, became an employee of the Company without any break in her service. Television18 had earlier taken all requisite approvals from the appropriate authorities under Section 314 of the Companies Act, 1956 (hereinafter referred to as the "Act") for the appointment of Ms. Ritu Kapur for holding office or place of profit therein. Since Ms. Ritu Kapur is wife of Mr. Raghav Bahl, Director of the Company, therefore, as a good corporate governance practice, your Company had obtained your approval for her to continue to hold the office or place of profit in the Company w.e.f. June 11, 2011.

Ms. Ritu Kapur, holding a Masters Degree in Mass Communication, has enriched experience in the field of media and journalism. Ms. Ritu Kapur has worked for lifestyle magazine show - 'THE INDIA SHOW'; Real life docu-drama series - 'BHANWAR', 'HAADSA'; Horror show - 'KHAUFF', in various capacities viz - Director, Associate Director, Correspondent, Screenplay Writer. She has also produced various shows for television including 'REAL HEROES', 'CITIZENS FOR EARTH', 'INDIA ROCKS' and many others. She has won Screen Award for 'BHANWAR' and Asian Television Award for 'CITIZEN JOURNALIST'.

The Company is always in search of the candidates possessing the requisite qualification, experience and talent for its key business functions. In the opinion of management of the Company, Ms. Ritu Kapur possesses the requisite qualification, talent as well as experience required to perform her functions.

In the past, Ms. Ritu Kapur was not being paid what she would have been, if she had not been related to a Director of the Company. Therefore, in line with the objective of the Company to motivate and retain its key employees, your Company has considered to increase her remuneration keeping in mind the current Industry trend for an employee of her stature and experience. The Remuneration/ Compensation Committee and the Board of Directors of the Company have accorded their respective approvals for increasing the total monthly remuneration of Ms. Ritu Kapur as specified in the resolution. The proposed increase in the remuneration would be effective from June 1, 2013 for a period of 20 years or upto the age of superannuation, as per the policy of the Company (in force from time to time), whichever is later.

Since after the proposed increment as detailed in the resolution, the remuneration to Ms. Ritu Kapur would exceed the limits prescribed under Section 314 (1B) of the Act read with Director's Relatives (Office or Place of Profit) Rules 2011 (hereinafter referred to as the "Rules"), therefore the Company has decided to seek afresh consent from its Members under Section 314 (1) and (1B) of the Act and other applicable provisions, if any, for Ms. Ritu Kapur for holding / continue to hold the office or place of profit in the Company and / or any of its subsidiaries in the capacity of Producer, Director, Editor, Content Head etc. for television shows or in any such other capacity / role as may be decided by the Company from time to time at the total monthly remuneration as detailed in the resolution. The Company shall also be seeking the necessary approval from Central Government under Section 314 of the Act and the Rules.

Your Directors, therefore, recommend this resolution be passed by the Members as a Special Resolution. Except Mr. Raghav Bahl, none of Directors and Manager of the Company is in any way concerned or interested in this resolution except to the extent of their shareholdings in the Company.

### ITEM No. 3

Presently, none of the Director(s) of your Company, including Non Executive/ Independent Directors, are being paid any remuneration for the services rendered by them to the Company, other than the sitting fees for every meeting of the Board or few Committees of the Board attended by them. Considering the increased level of involvement of Non Executive/ Independent Directors in the affairs and activities of the Company as members of its Board and also as Chairman/ Members of the relevant committees of the Board and the considerable time they spent on the Company's affairs, it is felt that the sitting fees paid to them is not an adequate compensation. Therefore, it is proposed to pay Non Executive/ Independent Directors by way of commission based on the net profit of the Company.

The Non-Executive/ Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas. The Board is of the view that it is necessary that adequate compensation should be given to the Non-Executive/ Independent Directors for their time, efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company.

Keeping in view of the above fact, the Board therefore recognizes the need to suitably remunerate the Non Executive/ Independent Directors (s) of the Company by way of commission up to a ceiling of 1% of the net profits of the Company, every year, computed in the manner specified in the Act, by way of annual payment for a period of 5 years, effective from the Financial Year 2013-14 commencing from April 1, 2013. The Board or any Committee thereof, as may be authorized, may decide the quantum of commission payable to these directors and/ or the manner of distribution amongst these directors.

The aforesaid commission shall be paid to all such Director(s) in addition to the sitting fees paid to them for attending meetings of the Board of Directors or Committees thereof.

Your Directors recommend that this resolution be passed as Special Resolution through Postal Ballot.

All the Non Executive/ Independent Directors of the Company may be deemed to be concerned or interested in the resolution.

By Order of the Board  
For TV18 Broadcast Limited

Date : 13th May 2013  
Place : Noida

Sd/-  
**Hitesh Kumar Jain**  
DGM-Corporate Affairs &  
Company Secretary

#### E-VOTING OPTION

The Company has made arrangements with National Securities Depository Limited (NSDL) to offer e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that e-voting is optional.

The instructions for Members opting for e-voting are as under:-

##### a) In case of Members receiving e-mail from NSDL:

- (i) Open e-mail and open .PDF file viz. TV18 e-Voting.pdf with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:

<https://www.evoting.nsdl.com/>

- (iii) Click on Members – Login
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of TV18 Broadcast Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote Cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- (x) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: [anielbhayana@hotmail.com](mailto:anielbhayana@hotmail.com) with a copy marked to [investors.ibn18@network18online.com](mailto:investors.ibn18@network18online.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

##### b) In case of Members receiving Postal Ballot Form by Post:

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (a) above, to cast vote.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-Voting User Manual for members, available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- d) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote. Please note that e-voting is allowed till 5 p.m. on Friday, July 5th, 2013.
- e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- f) Members, whose email-ids are registered in the depository system, are being sent Notice of Postal Ballot by e-mail, as a part of the Green Initiative of the Ministry of Corporate Affairs (MCA). Members have the option to vote either through e-voting or through Postal Ballot Form. Please note that if a member has opted for e-voting, then he/she should not vote through postal ballot form and vice-a-versa. However, in case a member has cast their vote both through e-voting and Postal Ballot, then voting done through postal ballot shall be ignored and voting done through e-voting shall be treated as a valid vote.
- g) Member who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can seek Postal Ballot Form from Link Intime India Private Limited, Registrar & Share Transfer Agent, 44, Community Center, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi -110028, India.

Registered Office: 503, 504 & 507, 5<sup>th</sup> Floor, Mercantile House, 15 Kasturba Gandhi Marg, New Delhi- 110 001

Corporate Office: Express Trade Tower, Plot No. 15 & 16, Sector 16 A, Noida-201301

**POSTAL BALLOT FORM**

1. Name(s) of Member(s) (in block letters)  
(including joint holders, if any)

Sr. No.

2. Registered address of the sole/first named member

3. Registered Folio No. / DP ID No. and Client ID No.\*  
(\* Applicable to members holding shares in dematerialized form)

4. Number of equity shares held

5. I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the businesses as stated in the Notice of the Company by sending my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

Sl. No.	Resolution	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution under Section 372A of the Companies Act, 1956 to make Inter-corporate Loans, Investments, give guarantee or provide security, directly or indirectly to Prism TV Private Limited and Panorama Television Private Limited as per the details given in the Notice attached.			
2.	Special Resolution under Section 314 of the Companies Act, 1956 for the payment of remuneration to Ms. Ritu Kapur for holding / continue to hold the office or place of profit in the Company/Subsidiary Companies.			
3.	Special Resolution under Section 309 of the Companies Act, 1956 for payment of Commission to the Non-Executive Independent Director(s) of the Company.			

MCA info@mpaworld.com

Place:

Date: \_\_\_\_\_ (Signature of the Member)

**Following Particulars to be used only in case member opts for e-voting  
ELECTRONIC VOTING PARTICULARS**

EVEN (Electronic Voting Sequence Number)	USER ID	PASSWORD/PIN

**Note: Please read the instructions overleaf carefully before exercising your vote.**

## Instructions

1. In terms of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolutions by Postal Ballot) Rules, 2011 and with a view to ensure participation of all members of the Company in passing of the Resolution, the items of business set out in the Notice above is proposed to be passed by way of a Postal Ballot.
2. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form (in original) and send it to the Scrutinizer appointed by the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member, will also be accepted. Please note that if any extraneous paper is found in such envelope the same would not be considered by the Scrutinizer and may be destroyed and the Company and/ or the Scrutinizer shall not be held responsible for the same.
3. A (√) mark should be placed in the relevant box signifying assent/ dissent for the resolution(s), as the case may be. Incomplete or unsigned Postal Ballots will be rejected. Tick in both the boxes would render your Ballot invalid. Please note that (X) mark or any other mark other than (√) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank.
4. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his absence, by the next named member.
5. In case of shares held by companies, trust, societies and corporate members etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ other Authority together with the attested specimen signature of the duly authorized person exercising the voting by Postal Ballot.
6. **The Postal Ballot Form duly completed and signed should be forwarded (in original) to the Scrutinizer appointed by the Board of Directors, at the Registered Office of the Company so as to reach the Scrutinizer not later than the close of working hours on Friday, July 5, 2013. For this purpose, a self-addressed postage pre-paid envelope is enclosed herewith. Please note that any response received from the members after Friday, July 5, 2013 will be treated as if the reply from such members has not been received and shall not be counted for the purpose of passing the Resolution. Accordingly members are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.**  
Please note that photocopy of a Ballot Form will not be accepted and a member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed and signed should reach the Scrutinizer not later than the time specified above.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on Friday, May 24, 2013.
8. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
9. The self-addressed envelope bears the address of the Scrutinizer appointed on the authority of the Board of Directors of the Company.
10. **The Company is pleased to offer e-voting facility as an alternate, for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Postal Ballot Notice.**
11. The voting period ends on the close of working hours at 5 p.m. on Friday, 5th July, 2013. The e-voting module shall also be disabled by NSDL for voting thereafter.