

Notice

Notice is hereby given that the **8th Annual General Meeting** of the Members of M/s TV18 Broadcast Limited will be held on **Monday, the 29th day of July 2013 at 3.30 P.M.** at MPCU, Shah Auditorium, Mahatma Gandhi Sanskritik Kendra, 2 Raj Niwas Marg, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi - 110 054 to transact the following businesses: -

ORDINARY BUSINESS

1. To receive, consider & adopt the Audited Balance Sheet as at 31st March 2013, Statement of Profit & Loss for the financial year ended on that date and the Reports of the Board of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Raghav Bahl, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sanjay Ray Chaudhuri, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT subject to the provisions of Sections 224, 225 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 015125N) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors."

By order of the Board
 For TV18 Broadcast Limited
Hitesh Kumar Jain
 DGM-Corporate Affairs
 & Company Secretary
 Place : Noida
 Dated : 13 May, 2013

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED WITH THIS NOTICE AND IF INTENDED TO BE USED, THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Members/ Proxies are requested to bring their copy of Annual Report as no copies will be made available at the Meeting. Those members who do not receive copies of Annual Report can collect their copies from the Registered Office of the Company.
3. Members/ proxies should bring the attendance slips duly filled in for attending the Meeting. Under no circumstances, photocopies of the attendance slip will be allowed for admission to the meeting place.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution / Power of Attorney authorising their representative to attend and vote on their behalf at the Meeting.
5. Members can avail the nomination facility with respect to shares held, by submitting a request in the Nomination Form to the Company or to its Registrar and Share Transfer Agent ("RTA"), M/s Link Intime India Private Limited, ("Link Intime"). Nomination Form can be downloaded from the website of the Company **www.network18online.com** under the section TV18 financials.
6. Mr. Raghav Bahl and Mr. Sanjay Ray Chaudhuri, Directors, retiring by rotation at the ensuing Meeting and being eligible, offer themselves for re-appointment. Brief profile of both the Directors, nature of their expertise in specific functional area and names of other Public Limited Companies in which they hold Directorship and Chairmanship / membership of Committees of Board, shareholding and relationship between directors *inter-se*, as required under Clause

Directors' Report

49 of the Listing Agreement entered into with the Stock Exchange(s), are provided in the Corporate Governance Report forming part of the Annual Report.

The Board of Directors recommends their respective re-appointment.

7. The Registers of Members and Share Transfer Books of the Company will be closed from Monday, the 22nd day of July 2013 to Monday, the 29th day of July 2013, both days inclusive.

8. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company on all working days except Saturday, between 11.00 A.M. to 1.00 P.M. upto the date of Meeting.

9. Register of Director's Shareholding pursuant to Section 307 of the Companies Act, 1956 shall be kept open and accessible at the Meeting for the inspection of person having right to attend the Meeting.

10. Members are requested to send all the correspondence concerning registration of transfer, transmission, subdivision, consolidation of shares or any other share related matters to the Company's RTA, Link Intime, at 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase - I, Near PVR Naraina, New Delhi-110 028.

11. Members who hold shares in electronic mode are requested to intimate immediately the change in their address and other details to their Depository Participant with whom they are maintaining their demat accounts. Members who hold shares in physical mode are requested to intimate immediately any change in their address and other details to the Company's RTA, Link Intime.

12. The details of the Stock Exchanges, on which the securities of the Company are listed, are given separately in the Annual Report of the Company.

13. Any query related to the accounts may be sent at the Registered Office of the Company at least 10 days before the date of the Meeting.

14. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's RTA, Link Intime, for consolidation into a single folio.

15. Non-Resident Indian Members are requested to inform Link Intime, immediately of change in their residential status on return to India for permanent settlement.

16. SEBI, with intent to promote the use of electronic payment system, has directed all the listed companies, vide its circular no. CIR/MRD/DP/10/2013 dated March 21, 2013, to obtain the bank details of all its investors for enabling fund transfer, if any, through ECS, NEFT, RTGS etc. Accordingly in compliance of the aforesaid SEBI circular, you are requested to update with your DP your bank details viz. Bank Account no., MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc. that are required for making electronic payment and also provide the same either to the Company or its RTA, Link Intime.

17. To support the "Green Initiative in the Corporate Governance" of Ministry of Corporate Affairs (MCA) wholeheartedly, members, who have not registered their e-mail addresses so far for receiving the Annual Report and other communication from the Company electronically, are requested to register the same. In this regard a "consent for receiving documents in electronic mode" is enclosed in the Annual Report. Members are requested to send the same to the Company at its Registered Office or to its RTA, Link Intime.

INCREASE IN THE AUTHORISED SHARE CAPITAL
 During the year under review following changes were effected in the share capital of your Company:
 Authorized Capital of your Company increased from Rs. 252,00,00,000 (Rupees Two Hundred and Ninety Two Crores Only) comprising of 1,46,00,00,000 equity shares of face value of Rs. 25/- each to Rs. 1,00,00,00,000 (Rupees One Thousand Crores Only) comprising of 500,00,00,000 equity shares of Rs. 25/- each.

DIRECTORS

In order to conserve the resources, Your Directors do not