



September 1, 2016

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, Plot No. C/1,
G-Block, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051
Trading Symbol: **TV18BRDCST**

BSE Limited
Department of Corporate Services- Listing
P J Towers
Dalal Street
Mumbai – 400 001
SCRIP CODE: **532800**

Sub: 11th Annual General Meeting – Notice including intimation of E-voting facility and Date of Book Closure

Dear Sir/Madam,

We wish to inform you that the 11th Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, September 29, 2016 at 10.30 a.m.

We are enclosing herewith the Notice dated July 13, 2016, convening the said AGM of the Company, containing the business to be transacted/resolutions to be passed at the AGM and instructions for e-voting.

In terms of Section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to its members to cast their votes by electronic means. The members as on the cut off date i.e. **September 22, 2016 shall be eligible to cast their votes through remote e-voting or voting at the AGM.** Remote e-voting shall commence at 9.00 a.m. (IST) on Sunday, September 25, 2016 and shall end at 5.00 p.m. (IST) on Wednesday, September 28, 2016.

Further, the Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 26, 2016 to Thursday, September 29, 2016 (both days inclusive), for the purpose of said AGM.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,
For **TV18 Broadcast Limited**


Deepak Gupta
Company Secretary

Encl: as above



TV18 Broadcast Limited
(CIN – L74300MH2005PLC281753)

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: First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai-400013
T +91 22 40019000 F +91 22 2494 8238 W www.network18online.com E investor_ibn18@network18online.com



TV18 BROADCAST LIMITED

CIN - L74300MH2005PLC281753

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

Tel: +91 22 4001 9000. F +91 22 6654 6925

Email: investors.ibn18@network18online.com Website: www.network18online.com

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

Tel: +91 120 434 1818, Fax: +91 120 432 4107

Notice

Notice is hereby given that the 11th Annual General Meeting of the Members of TV18 Broadcast Limited ("the Company") will be held on Thursday, September 29, 2016 at 10:30 a.m. at Yashwant Natya Mandir, Manmala Tank Road, Matunga West, Near Ruparel College, Mumbai - 400 016 to transact the following business:

Ordinary Business

1. To consider and adopt:
 - (a) the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon;

and in this regard, pass the following resolutions as **Ordinary Resolutions**:

- (a) "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
 - (b) "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. To ratify the appointment of the Statutory Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any,

of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the approval of members at the 9th Annual General Meeting, the appointment of Deloitte Haskins & Sells, LLP, Chartered Accountants (ICAI Firm Registration No. 117366W/W-100018), be and is hereby ratified to hold office till the conclusion of 12th Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company."

Special Business

3. To appoint Mr. Dhruv Subodh Kaji (DIN:00192559) as an Independent Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dhruv Subodh Kaji (DIN: 00192559), who was appointed as an Additional Director (Independent) pursuant to the provisions of Sections 161(1) and 149 of the Act and Article 89 of 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 his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years with effect from October 12, 2015."

4. To appoint Mr. Rajiv Krishan Luthra (DIN:00022285) as an Independent Director and in this regard, pass the following resolution as an **Ordinary Resolution**:
- "RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajiv Krishan Luthra (DIN: 00022285), who was appointed as an Additional Director (Independent) pursuant to the provisions of Sections 161(1) and 149 of the Act and Article 89 of 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 his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years with effect from October 12, 2015."
5. To appoint Ms. Nirupama Rao (DIN: 06954879) as an Independent Director and in this regard, pass the following resolution as an **Ordinary Resolution**:
- "RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Nirupama Rao (DIN: 06954879), who was appointed as an Additional Director (Independent) pursuant to the provisions of Sections 161(1) and 149 of the Act and Article 89 of 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, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years with effect from October 14, 2015."
6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2017 and in this regard, pass the following resolution as an **Ordinary Resolution**:
- "RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 2,50,000 (Rupees Two lakhs fifty thousand only), excluding reimbursement of out of pocket expenses and applicable taxes, if any, thereon, as approved by the Board of Directors and to be paid to M/s Pramod Chauhan & Associates, Cost Accountants (Firm Registration No. 000436) the Cost Auditors, to conduct audit of the cost records of the Company for the Financial Year ending March 31, 2017, be and is hereby ratified."
7. To approve offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement and in this regard, pass the following resolution as a **Special Resolution**:
- "RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches, aggregating up to Rs. 1,000 crore (Rupees One thousand crore) in addition to and over and above the borrowing limits approved by the Members of the Company at the Annual General Meeting held on September 30, 2014 on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including but not limited to the issue price, manner of utilization of the issue proceeds and all matters connected with or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

By order of the Board of Directors
For TV18 Broadcast Limited

Deepak Gupta
Company Secretary

Place: Mumbai
Date: July 13, 2016
Registered Office:
First Floor, Empire Complex, 414, Senapati Bapat Marg,
Lower Parel, Mumbai-400 013
Tel: +91 22 4001 9000, Fax: +91 22 6654 6925
CIN: L74300MH2005PLC281753
Website: www.network18online.com
Email id: investors.ibn18@network18online.com

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 11th ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.

A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

A BLANK PROXY FORM IS ENCLOSED HERewith AND IF INTENDED TO BE USED, THE 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. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014. A communication containing detailed instructions including details of user id and password relating to e-voting is being sent to Members separately along with a copy of this Notice.
3. During the year, the Company has changed its Registrar & Transfer Agent (RTA) from Link Intime India Private Limited to Karvy Computershare Private Limited ("Karvy"), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 (Unit : TV18 Broadcast Limited).
4. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution / other valid authorization together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution / authorization to attend and vote on their behalf at the Meeting.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto. Further, the nature of concern or interest of Directors, Manager, Key Managerial Personnel and their relatives in the proposed resolutions under Ordinary Business of the Notice, has also been disclosed under the said Statement.
6. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy of their Annual Report.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Relevant documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Company and copies thereof shall also be available for inspection at the Corporate Office of the Company on all working days, except Saturdays, (between 10 a.m. to 1.00 p.m.) upto the date of the Meeting. Copies of such documents shall also be made available for inspection at the meeting.

9. The Company has notified closure of Register of Members and Share Transfer Books from September 26, 2016 to September 29, 2016 (both days inclusive) for the purpose of the Annual General Meeting.
10. Members holding shares in electronic mode are requested to intimate immediately any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Karvy.
11. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 24, 2015 (date of last Annual General Meeting) on the website of the Company www.network18online.com and also on the website of the Ministry of Corporate Affairs.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. **Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / Karvy.**
13. Members desirous of making a nomination in respect of their shareholding in the Company, in physical mode, as permitted under Section 72 of the Companies Act, 2013, are requested to write to Karvy. In respect of the shareholding in demat mode, please contact the respective DPs, with whom the Member is having demat account.
14. Members who hold shares in physical mode in multiple folios or in joint accounts in the same order of names are requested to send the share certificates to Karvy for consolidation into a single folio.
15. Non-Resident Indian Members are requested to inform Karvy / DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. **Members who have not registered / updated their e-mail addresses with Karvy, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to register / update their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.**
17. Certificate from the Statutory Auditors of the Company certifying that the Employees' Stock Option Plans of the Company have been implemented in accordance with the provisions of the applicable SEBI Regulations and Members resolution(s) shall be placed before the Meeting.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified.
19. Attendance Slip, Proxy Form and the route map of the venue of the Meeting is annexed hereto. The prominent landmark for the venue of the Meeting are Ruparel College and Star City Theatre. The venue is near to these landmarks.

STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") AND DISCLOSURE OF INTERESTS IN RESPECT OF RESOLUTIONS PROPOSED IN THE ORDINARY BUSINESS

Item Nos. 1 & 2

None of the Directors / Key Managerial Personnel of the Company / their relatives are, concerned or interested, financially or otherwise, in the ordinary resolutions set out at Item Nos.1 & 2 of the Notice.

The following Statement sets out all material facts relating to the special business mentioned in the accompanying Notice.

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), erstwhile Listing Agreements with Stock Exchanges and the Articles of Association of the Company, appointed Mr. Dhruv Subodh Kaji as an Additional

Director (Independent) on the Board of the Company w.e.f. October 12, 2015. He holds office as an Additional Director upto the date of this Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of Members of the Company.

The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Dhruv Subodh Kaji for the office of Director of the Company. Mr. Dhruv Subodh Kaji 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.

Further, the Company has received a declaration from Mr. Dhruv Subodh Kaji that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In the opinion of the Board, Mr. Dhruv Subodh Kaji fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Dhruv Subodh Kaji is independent of the management and possesses appropriate skills, experience and knowledge.

He does not hold any shares of the Company in his name. He is not related to any other Director or Key Managerial Personnel of the Company.

Brief resume of Mr. Dhruv Subodh Kaji, his age, qualification, experience, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, number of meetings of the Board attended by him during the year and other details as required to be disclosed under the provisions of the Listing Regulations and Secretarial Standards-2 are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, the Board considers that the association of Mr. Dhruv Subodh Kaji will be in the interest of the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, approval of the Members is sought for appointment of Mr. Dhruv Subodh Kaji as an Independent Director of the Company to hold office for 5 (five) consecutive years w.e.f. October 12, 2015.

Copy of the letter for appointment of Mr. Dhruv Subodh Kaji as an Independent Director setting out the terms and conditions is available for inspection by Members at the registered office/ corporate office of the Company.

Save and except Mr. Dhruv Subodh Kaji and his relatives, 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 set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), erstwhile Listing Agreements with Stock Exchanges and the Articles of Association of the Company, appointed Mr. Rajiv Krishan Luthra as an Additional Director (Independent) on the Board of the Company on October 12, 2015. He holds office as an Additional Director upto the date of this Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of Members of the Company.

The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Rajiv Krishan Luthra for the office of Director of the Company. Mr. Rajiv Krishan Luthra 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.

Further, the Company has received a declaration from Mr. Rajiv Krishan Luthra that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In the opinion of the Board, Mr. Rajiv Krishan Luthra fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Rajiv Krishan Luthra is independent of the management and possesses appropriate skills, experience and knowledge.

He does not hold any shares of the Company in his name. He is not related to any other Director or Key Managerial Personnel of the Company.

Brief resume of Mr. Rajiv Krishan Luthra, his age, qualification, experience, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and

number of meetings of the Board attended by him during the year and other details as required to be disclosed under the provisions of the Listing Regulations and Secretarial Standards-2, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, the Board considers that the association of Mr. Rajiv Krishan Luthra will be in the interest of the Company and it is desirable to continue to avail his services as an Independent Director of the Company. Accordingly, approval of the Members is sought for appointment of Mr. Rajiv Krishan Luthra as an Independent Director of the Company to hold office for 5 (five) consecutive years w.e.f. October 12, 2015.

Copy of the letter for appointment of Mr. Rajiv Krishan Luthra as an Independent Director setting out the terms and conditions is available for inspection by Members at the registered office/ corporate office of the Company.

Save and except Mr. Rajiv Krishan Luthra and his relatives, 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 set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), erstwhile Listing Agreements with Stock Exchanges and the Articles of Association of the Company, appointed Ms. Nirupama Rao as an Additional Director (Independent) on the Board of the Company on October 14, 2015. She holds office as an Additional Director upto the date of this Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of Members of the Company.

The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Nirupama Rao for the office of Director of the Company. Ms. Nirupama Rao 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.

Further, the Company has received a declaration from Ms. Nirupama Rao that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In the opinion of the Board, Ms. Nirupama Rao fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Nirupama Rao is independent of the management and possesses appropriate skills, experience and knowledge.

She does not hold any shares of the Company in her name. She is not related to any other Director or Key Managerial Personnel of the Company.

Brief resume of Ms. Nirupama Rao, her age, qualification, experience, nature of her expertise in specific functional areas, names of companies in which she holds directorships and memberships / chairmanships of Board Committees and number of meetings of the Board attended by her during the year and other details as required to be disclosed under the provisions of the Listing Regulations and Secretarial Standards-2, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view her vast expertise and knowledge, the Board considers that the association of Ms. Nirupama Rao will be in the interest of the Company and it is desirable to continue to avail her services as an Independent Director of the Company. Accordingly, approval of the Members is sought for appointment of Ms. Nirupama Rao as an Independent Director of the Company to hold office for 5 (five) consecutive years w.e.f. October 14, 2015.

Copy of the letter for appointment of Ms. Nirupama Rao as an Independent Director setting out the terms and conditions is available for inspection by Members at the registered office/ corporate office of the Company.

Save and except Ms. Nirupama Rao 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. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Pramod Chauhan & Associates,

Cost Accountants (Firm Registration No. 000436), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, as set out in the resolution, excluding applicable taxes and out of pocket expenses, which shall be paid on actual basis.

In accordance with the provisions of Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017 by passing an Ordinary Resolution as set out at Item No. 6 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No. 7

The Members of the Company had passed a Special Resolution, on September 28, 2015 by way of postal ballot, authorising the Board of Directors of the Company to offer or invite subscription for redeemable non-convertible debentures, in one or more series/tranches, aggregating up to ₹ 1000 crore on private placement. The said resolution was valid and effective for one year from September 28, 2015. The Members may note that the Board of Directors has not made any private placement pursuant to said authorization.

In order to augment long term resources, the Board of Directors may, at an appropriate time, consider offering or inviting subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches on private placement. Issuance of such debentures will be in addition to the overall borrowing limits of Rs. 1500 crores as approved by the Members of the Company at the Annual General Meeting held on September 30, 2014.

Section 71 and Section 42 of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 deals with private placement of securities by a company. Rule 14 of the said Rules provides that in case of an offer or invitation to subscribe

for non-convertible debentures on private placement, the company shall obtain previous approval of its Members by means of a special resolution. Further, it shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such non-convertible debentures during the year.

Further, Section 180(1)(c) of the Act provides that the Board of Directors cannot, except with the consent of the Company by a Special Resolution, borrow moneys together with the moneys already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), in excess of the aggregate of the paid-up capital of the company and its free reserves, that is to say reserves not set apart for any specific purpose.

This resolution enables the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time, upto Rs. 1000 crore in addition to the borrowing limit approved by the members on September 30, 2014 under the provisions of Section 180(1)(c) of the Act.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 7 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

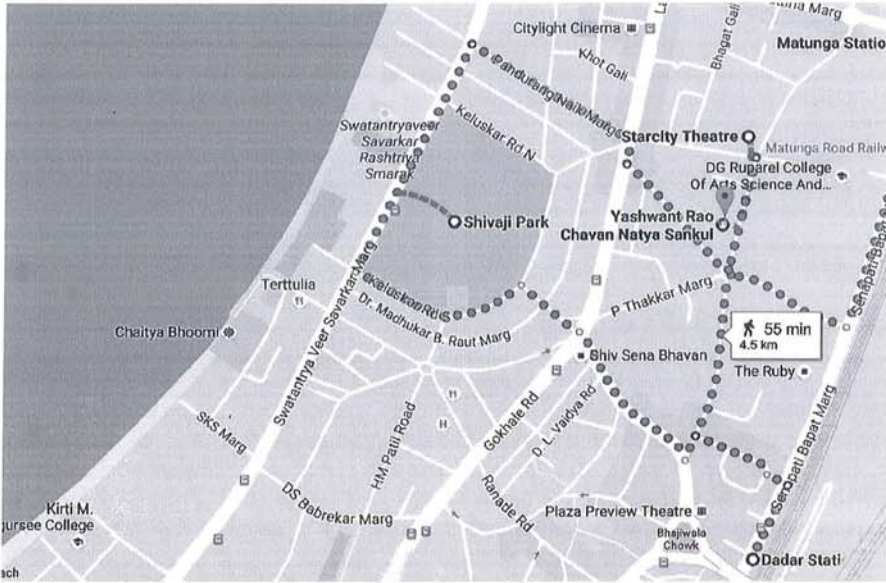
The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

By order of the Board of Directors
For TV18 Broadcast Limited

Deepak Gupta
Company Secretary

Place: Mumbai
Date: July 13, 2016
Registered Office:
First Floor, Empire Complex, 414, Senapati Bapat Marg,
Lower Parel,
Mumbai - 400 013
Tel: +91 22 4001 9000, Fax: +91 22 6654 6925
CIN: L74300MH2005PLC281753
Website: www.network18online.com
Email id: investors.ibn18@network18online.com

Route Map



- Landmark**
- 1) Ruparel College
 - 2) Star City Theatre

TV18 Broadcast Limited

(CIN - L74300MH2005PLC281753)

Registered Office: First Floor, Empire Complex, 414, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
Tel: +91 22 4001 9000 Fax: +91 22 6654 6925

Email: investors.ibn18@network18online.com **Website:** www.network18online.com

Corporate Office: Express Trade Tower, Plot No. 15-16, Sector 16A, Noida, Uttar Pradesh - 201 301, India
Tel: +91 120 434 1818, Fax: +91 120 432 4107



Folio No./DP ID/ Client ID :
Name :
Address :

Joint Holder(s) :
No. of Equity Share(s) held :

Dear Member,

Sub : Voting through electronic means on resolutions proposed to be passed at 11th Annual General Meeting of TV18 Broadcast Limited

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), TV18 Broadcast Limited ("the Company") is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the 11th Annual General Meeting ("Meeting") of the Company scheduled to be held on Thursday, September 29, 2016 at 10:30 a.m. (IST), by electronic means ("e-voting"). The Members may also cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facilities. The remote e-voting particulars are set out below :

EVEN (E-Voting Event Number)	User ID	Password/PIN

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

Commencement of remote e-voting : From 9:00 a.m. (IST) on Sunday, September 25, 2016

End of remote e-voting : Upto 5.00 p.m. (IST) on Wednesday, September 28, 2016

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

The cut-off date for the purpose of remote e-voting and voting at the Meeting is Thursday, September 22, 2016.

Please read the instructions printed overleaf before exercising the vote.

This Communication forms an integral part of the Notice dated July 13, 2016 for the 11th Annual General Meeting scheduled to be held on Thursday, September 29, 2016, which is attached herewith and also being sent alongwith the Annual Report for the financial year 2015-16.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.network18online.com.

Yours faithfully,
for TV18 Broadcast Limited

Place : Mumbai
Date : July 13, 2016

Deepak Gupta
Company Secretary

Instructions and other information relating to e-voting / remote e-voting are as under:

1. **A In case a Member receives an e-mail from Karvy** [for Members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
 - a. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - b. Enter the login credentials (i.e. **User ID and password**) provided to you. The e-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1800 345 4001 for 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. 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, email 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 for TV18 Broadcast Limited.
 - g. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held 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 of the 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.
Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
 - l. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., authorising the authorized representative(s), to the Scrutinizer at e-mail ID: tv18.agmscrutinizer@network18online.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
2. **In case a Member receives physical copy of the Notice by Post** [for Members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
 - a. User ID and initial password - As provided by the company.
 - b. Please follow all steps from Sl. No. (a) to (l) as mentioned in (A) above, to cast your vote.
3. **Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.**
4. The facility for voting through electronic voting system ("Insta Poll") shall be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through "Insta Poll".
5. The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
6. **Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 22, 2016.**
7. **A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 22, 2016 only shall be entitled to avail the facility of remote e-voting / Insta Poll. Person who is not a Member as on the cut-off date should treat this Notice for information only.**
 - a. Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 22, 2016, may obtain the User ID and password in the manner as mentioned below:
 - i. 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 +91 9212993399
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical : MYEPWD <SPACE> XXXX1234567890
 - ii. 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.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - b. Member may call Karvy's toll free number 1800 345 4001
 - c. Member may send an e-mail request to evoting.tv18@karvy.com.
8. If the Member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
9. The Company has appointed Mr. B. Narasimhan, a Practicing Company Secretary, as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.network18online.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
10. **Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting i.e. September 29, 2016.**
11. In case of any query pertaining to e-voting, please visit Help & FAQ section available at Karvy's website <https://evoting.karvy.com>.
12. **The Members are requested to note the following contact details for addressing e-voting grievances:**
Mr. S P Venugopal, Deputy General Manager
Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032
Phone No. +91 40 67161700, Toll free No: 1800 345 4001
email: evoting.tv18@karvy.com.