



September 1, 2017

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, Plot No. C/1, G-Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051

BSE Limited
Department of Corporate Services- Listing
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Trading Symbol: TV18BRDCST

SCRIP CODE: 532800

Sub: Notice of Postal Ballot/e-voting

Dear Sir/Madam,

This is to inform you that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is seeking approval of its members through Postal Ballot/e-voting for passing resolution specified in the Postal Ballot Notice. The copies of the Postal Ballot Notice and the Postal Ballot Form are attached herewith.

You are requested to take the above information on record.

Thanking you,

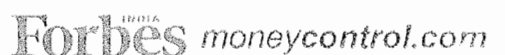
Yours faithfully,
for **TV18 Broadcast Limited**


Deepak Gupta
Company Secretary

Encl: As above.

TV18 Broadcast Limited
(CIN - L74300MH2005PLC281753)

Regd. office: First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai-400013
T +91 22 40019000. F +91 22 24968238 W www.network18online.com E: investors.ibn18@nw18.com





TV18 Broadcast Limited

(CIN: L74300MH2005PLC281753)

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

Tel.: +91 22 40019000 / 66667777 • **Fax :** +91 22 24968238 • **Website:** www.network18online.com • **E-mail:** investors.ibn18@nw18.com

POSTAL BALLOT NOTICE

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

To the Members of the Company,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the resolution set out below is proposed to be passed by members of TV18 Broadcast Limited (“the Company”) through Postal Ballot, including Electronic Voting (“e-voting”).

The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

The Company has appointed Mr. B. Narasimhan, Proprietor, M/s. B N & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than 5:00 p.m. on Sunday, October 1, 2017. Postal Ballot Forms received after 5:00 p.m. on Sunday, October 1, 2017 will be treated as ‘invalid’. Pursuant to Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny, and the result of voting by means of Postal Ballot (including voting through electronic means) will be announced on Tuesday, October 3, 2017, at the Registered Office of the Company and also by placing the same on the Company’s website: www.network18online.com and on the website of Karvy: <https://evoting.karvy.com>. The result will simultaneously be communicated to the Stock Exchanges.

Special Business

1. Increase in limit of Investments in other Bodies Corporate/Loans/Guarantees/Securities to other Bodies Corporate or persons

To consider and, if thought fit, to give assent/dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (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 the appropriate authorities or bodies as may be necessary, consent be and is hereby accorded to the Board of Directors of the Company to make investments 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/securities, whether convertible or not) of other bodies corporate, give loans to other bodies corporate or persons (whether incorporated or not), give guarantee on behalf of or provide any security in connection with a loan availed by other bodies corporate or persons (whether incorporated or not), upto an amount of ₹ 1,000 crore (Rupees One Thousand crore only) over and above 60% (Sixty percent) of its Paid-up Share Capital, Free Reserves and Securities Premium account or 100% (One hundred percent) of its Free Reserves and Securities Premium account, whichever is more, outstanding at any point of time;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do and perform all such acts, matters, deeds, and things, as it may at its discretion deem necessary, desirable, proper, expedient or incidental for the implementation of the above resolution including but not limited to delegation of all or any of the powers herein conferred to any committee of Directors or any Director or any other Officer(s) of the Company to implement the above resolution, to sign, seal and execute all deed(s), application(s), documents(s) etc. that may be required on behalf of the Company or to settle any questions, difficulties or doubts that may arise in regard to the above resolution, without being required to seek any further clarification, consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors
For **TV18 Broadcast Limited**

Deepak Gupta
Company Secretary

Date: 28-08-2017

Registered Office:
First Floor, Empire Complex,
414, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
CIN : L74300MH2005PLC281753, e-mail: investors.ibn18@nw18.com

Notes:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out the material facts relating to the resolution mentioned in the Postal Ballot Notice is annexed hereto.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company’s Registrars and Transfer Agents (in case of physical shareholding). For Members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
3. **Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members/ beneficial owners of the Company as on Friday, August 25, 2017 (the “Cut-off date”). Person who is not a Member of the Company as on the Cut-off date should treat this Notice for information only.**
4. Members who have received the Notice of the Postal Ballot by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form attached to the e-mail or from the web link: <https://evoting.karvy.com/public/ballotform.aspx> or from the “Investor Relation” section on the Company’s website: www.network18online.com where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the scrutinizer on or before 5:00 p.m. (IST) on Sunday, October 1, 2017.
5. Pursuant to the provisions of Section 108 and all other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”), the Company has provided e-voting facility to Members to exercise their votes through electronic means and have engaged the services of Karvy Computershare Private Limited (“Karvy”) as the agency to provide facility. Instructions for e-voting are annexed to this Postal Ballot Notice.
6. **The voting period commences on Saturday, September 2, 2017 at 9.00 a.m. (IST) and ends at 5.00 p.m. (IST) on Sunday, October 1, 2017. During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the Cut-off date, i.e. Friday, August 25, 2017, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter.**
7. **During the voting period, members can login to Karvy’s e-voting platform any number of times till they have cast their vote. Once the vote on a resolution is cast by a member, whether partially or otherwise, member shall not be allowed to change it subsequently or cast the vote again.**
8. **Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.**
9. A member cannot exercise his vote by proxy on postal ballot.
10. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
11. The Resolution, if approved, shall be deemed to have been passed on the last day of voting, i.e. Sunday, October 1, 2017.
12. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the Members at Company’s Registered Office during business hours on all working days (except Saturdays and Sundays) from the date of despatch of this Postal Ballot Notice till the date of closing of voting.
13. In case of any query/grievance with respect to voting by postal ballot including voting through electronic means, please visit Help & FAQs section available at Karvy’s weblink: <https://evoting.karvy.com> or send email to investors.ibn18@nw18.com or call Karvy on toll free number 1800 3454 001 (from 9:00 a.m. to 6:00 p.m.) for any further clarifications.
14. **Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrars and Transfer Agent/Depository Participant(s) for sending future communication(s) in electronic form.**
15. **A member need not use his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.**

INSTRUCTIONS FOR VOTING

In compliance with Regulation 44 of the Listing Regulations and Sections 108, 110 and all other applicable provisions of the Act and the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post:

1. Information and instructions relating to e-voting:

- (i) 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 (that is, User ID and password) which are mentioned in the email in the following format:

EVEN (E-voting Event Number)	User ID	Password

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 3454 001 (from 9:00 a.m. to 6:00 p.m.) 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, 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 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 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 the option “ABSTAIN” and the shares held will not be counted under either head.
- h. Members holding shares under multiple folios/demat accounts are requested to vote separately for each of their folios/demat accounts.
- i. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- j. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- k. Once you confirm, you will not be allowed to modify your vote.
- l. Corporate/Institutional Members (that is, 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., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id: tv18scrutinizer@karvy.com with a copy marked to evoting@karvy.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.”

(ii) **In case a member receives physical copy of the Postal Ballot Notice by Post** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

- a. User ID and initial password - Initial password is provided in Postal Ballot Form in the following format:

EVEN (E-voting Event Number)	User ID	Password

- b. Please follow all steps from Sl. No. (a) to (l) as mentioned in (i) above, to cast your vote.

2. Information and instructions relating to voting through physical Postal Ballot Form

- (i) Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the Assent (FOR) or Dissent (AGAINST), in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer, not later than 5:00 p.m. (IST) on Sunday, October 1, 2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- (ii) Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- (iii) Corporate/Institutional Members (that is, other than Individuals, HUFs, NRIs, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.

3. 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, 6th Floor,
 Plot 31-32, Gachibowli, Financial District, Nanakramguda,
 Hyderabad - 500 032
 Toll-free No.: 1800 3454 001
 E-mail: evoting.tv18@karvy.com

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 1

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investments in other bodies corporate or granting loans, giving guarantees or providing securities to other bodies corporate or persons (whether incorporated or not), or as and when required.

Pursuant to the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, the Company needs to obtain prior approval of its Members by way of special resolution in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of Members by way of special resolution to be passed through postal ballot for making investments/loans/guarantees/securities for an amount of upto ₹ 1,000 crore (Rupees One Thousand crore only) over and above 60% (Sixty percent) of its Paid-up Share Capital, Free Reserves and Securities Premium account or 100% (One hundred percent) of its Free Reserves and Securities Premium account, whichever is more, outstanding at any point of time.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution, set out in Item No.1 of the Notice.

The Board commends the special resolution set out in Item No. 1 of the Notice for approval by the Members.

By Order of the Board of Directors
For **TV18 Broadcast Limited**

Date: 28-08-2017

Deepak Gupta
Company Secretary

Registered Office:
First Floor, Empire Complex,
414, Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013
CIN : L74300MH2005PLC281753
e-mail: investors.ibn18@nw18.com



TV18 Broadcast Limited

(CIN: L74300MH2005PLC281753)

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

Tel.: +91 22 40019000 / 66667777 • **Fax:** +91 22 24968238 • **Website:** www.network18online.com • **E-mail:** investors.ibn18@nw18.com

POSTAL BALLOT FORM

- Name and Registered Address of the sole/first named member :
- Name(s) of the joint-holder(s), if any :
- Folio No. / DP ID* / Client ID* :
(*applicable only to members holding equity shares in dematerialized form)
- Number of equity share(s) held :
- I/we hereby exercise my/our vote(s) in respect of the following resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated August 28, 2017 by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Description of Resolution	Number of Equity Shares held by me/us	I/We assent to the Resolution (FOR)	I/We dissent from the Resolution (AGAINST)
1	Special Resolution under Section 186 and other applicable provisions, if any, of the Companies Act, 2013, to make investments by way of subscription, purchase from existing members or otherwise in the securities of other bodies corporate, give loans to other bodies corporate or persons (whether incorporated or not), give guarantee on behalf of or provide any security in connection with a loan availed by other bodies corporate or persons (whether incorporated or not) upto an amount of ₹ 1,000 crore (Rupees One Thousand crore only) over and above 60% (Sixty percent) of its Paid-up Share Capital, Free Reserves and Securities Premium account or 100% (One hundred percent) of its Free Reserves and Securities Premium account, whichever is more, outstanding at any point of time.			

Place:

Date:

Signature of the member

Particulars for voting through Electronic means

Members opting to vote through electronic means, instead of voting through the physical Postal Ballot, may access the facility through website <https://evoting.karvy.com>. Particulars for electronic voting are as under:

EVEN (E-Voting Event Number)	User ID	Password

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

Facility to exercise vote by Postal Ballot including voting through electronic means will be available during the following period:

Commencement of voting	End of voting
From 9:00 a.m. (IST) on Saturday, September 2, 2017	Up to 5:00 p.m. (IST) on Sunday, October 1, 2017

Voting will not be allowed beyond 5:00 p.m. (IST) on Sunday, October 1, 2017 and the e-voting shall be disabled by Karvy upon expiry of the aforesaid date and time.

INSTRUCTIONS

1. A member desiring to exercise vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier/registered/speed post at the expense of the member will also be accepted.
2. If a member is desirous for exercising voting rights through voting by electronic means (“e-voting”), the Postal Ballot form need not be sent to the Company.
3. A member may vote through e-voting as per “Information and Instructions relating to e-voting” provided in the Postal Ballot Notice sent herewith.
4. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his/her absence, by the next-named member.
5. Corporate/Institutional members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer alongwith the Postal Ballot Form.
In case of voting through electronic means, they may 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.”
6. The consent must be accorded by recording the assent in the column “**FOR**” and dissent in the column “**AGAINST**” by placing a tick mark (✓) in the appropriate box.
7. The votes of a member will be considered invalid on any of the following grounds:
 - a. if the member’s signature does not tally with the specimen signatures with the Company;
 - b. if the member has put tick mark (✓) in both the columns that is, for ‘Assent’ and also for ‘Dissent’ to the resolution in such a manner that the aggregate shares voted for ‘Assent’ and ‘Dissent’ exceeds the total number of shares held;
 - c. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated;.
 - e. Postal Ballot Form other than one issued by the Company is used;
 - f. any competent authority has given directions in writing to the Company to freeze the voting rights of the member;
 - g. if the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - h. If the member has made any amendment to the resolution or imposed any condition while exercising his/her/its vote.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. (IST) on Sunday, October 1, 2017. If any Postal Ballot Form is received after this date, it will be strictly treated as if reply from such member has not been received.
9. A member may request for a duplicate Postal Ballot Form, if so required, from Karvy Computershare Private Limited, having its address Hyderabad. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. (IST) on Sunday, October 1, 2017.
10. 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 Friday, August 25, 2017. Person who is not a member of the Company as on the Record date should treat this Notice for information only.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid business reply envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. A member need not use all his/her/its votes nor does he/she/its need to cast his/her/its votes in the same way.