

July 23, 2018

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

BSE Limited
Department of Corporate Services- Listing
P J Towers
Dalal Street
Mumbai – 400 001

Trading Symbol: **TV18BRDCST**

SCRIP CODE: **532800**

Sub: 13th Annual General Meeting of the Company - Annual Report, Cut-off date for E-voting and Date of Book Closure

Dear Sir,

We wish to inform you that the 13th Annual General Meeting of the members of the Company will be held on **Friday, August 17, 2018** at 10:30 a.m. (IST) at Y.B. Chavan Centre – Auditorium, Yashwantrao Chavan Paratishthan, Gen. Jagannathrao Bhosale Marg, Opposite Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai – 400 021 ("Meeting").

The Annual Report for the Financial Year 2017-18 including the Notice convening the Meeting is attached herewith.

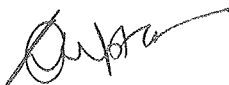
The Company will provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting"). The e-voting communication giving instructions for e-voting, being sent along with the Annual Report, is also attached. **The cut-off date for remote e-voting and voting at the venue of the Meeting is Friday, August 10, 2018.**

Further, the Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, August 14, 2018 to Friday, August 17, 2018 (both days inclusive), for the purpose of said Meeting.

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, 6666 7777 W www.network18online.com E: investors.tv18@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 4001 9000/ 6666 7777

Website: www.network18online.com E-mail: investors.tv18@nw18.com

Folio No./DP ID/ Client ID :

Name :

Address :

Joint Holder(s) :

Dear Member,

Sub: Voting through electronic means on resolutions proposed to be passed at 13th Annual General Meeting of the members of TV18 Broadcast Limited

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the 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 13th Annual General Meeting of the Members of the Company, scheduled to be held on **Friday, August 17, 2018 at 10:30 a.m. (IST)** at Y. B. Chavan Centre - Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite to Mantralaya, next to Sachivalaya Gymkhana, Nariman Point, Mumbai-400 021 (“**Meeting**”) by electronic means (“**e-voting**”). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (“**remote e-voting**”).

Further, the facility for voting through electronic voting system (“**Insta Poll**”) will be made available at the Meeting and members attending the Meeting who **have not cast** their vote(s) by remote e-voting will be able to vote at the Meeting through ‘Insta Poll’.

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

| EVEN (E-Voting Event Number) | User ID | Password | No. of Shares held |
|-------------------------------------|----------------|-----------------|---------------------------|
| | | | |

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 Monday, August 13, 2018**

End of remote e-voting : **At 5.00 p.m. (IST) on Thursday, August 16, 2018**

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.

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. Friday, August 10, 2018.

The Company has appointed Mr. B. Narasimhan, a Practicing Company Secretary or failing him Mr. Avinash Bagul, a Practicing Company Secretary as Scrutinizer to scrutinize Insta Poll and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

This Communication forms an integral part of the Notice dated July 9, 2018 convening the Meeting which is attached herewith as a part of Annual Report 2017-18 of the Company. The said Notice and this Communication are available on the website of the Company: www.network18online.com.

Please read the instructions printed overleaf carefully before exercising the vote.

Yours faithfully,
For TV18 Broadcast Limited

Date : July 9, 2018
Place : Mumbai

Deepak Gupta
Company Secretary

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

1. **The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
2. A member can opt for only single mode of voting, i.e. through remote e-voting or voting at the Meeting (Insta Poll). If a member cast vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
3. **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. Friday, August 10, 2018 only shall be entitled to avail the facility of remote e-voting/ Insta Poll. A Person who is not a member as on the cut-off date, should treat this Notice for information purpose only.**
4. 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. Friday, August 10, 2018, may obtain the User ID and password from Karvy in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD**<space>E-Voting Event Number+Folio No. or DP ID Client ID to **9212993399**
Example for NSDL: MYEPWD<SPACE>IN12345612345678
Example for CDSL: MYEPWD<SPACE>1402345612345678
Example for Physical: MYEPWD<SPACE>XXXX1234567890
 - b. If e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Member may call on Karvy's toll free number 1800 3454 001 (from 9:00 a.m. to 6:00 p.m.)(IST)
 - d. Member may send an e-mail request to evoting.tv18@karvy.com.
5. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
6. **Information and instructions for remote e-voting:**
 - 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 3454 001 (from 9:00 a.m. to 6:00 p.m.)(IST) 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 (EVEN) 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"/ "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 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.
 - l. Once you confirm, you will not be allowed to modify your vote.
 - m. Corporate/ Institutional Members (i.e. other than Individuals, HUFs, NRIs, 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 authorized representative(s), to the Scrutinizer at e-mail ID: tv18.agmscrutinizer@nw18.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."
 - B. 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 is given in this communication
 - b. Please follow all steps from Sr. No. (a) to (m) as mentioned in (A) above, to cast your vote.
7. 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 further communication(s).
8. **During the voting period, members can login to Karvy's e-voting platform any number of times till they have voted on the Resolution(s).**
9. **Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**
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. Friday, August 17, 2018.**
11. In case of any query pertaining to e-voting, members may refer to the "Help" & "FAQs" sections/ E-voting user manual available at the "Download" section of Karvy's website for e-voting: <https://evoting.karvy.com> or contact Karvy as per the details given under point no. 12.
12. **The members are requested to note the following contact details for addressing e-voting grievances:**

Mr. S P Venugopal, General Manager
Karvy Computershare Private Limited
Karvy Selenium Tower B, 6th Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032
Phone No: +91 40 6716 1700
Toll free No: 1800 345 4001
email: evoting.tv18@karvy.com
13. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result declared along with the consolidated Scrutiniser's Report will be placed on the website of the Company: www.network18online.com and on the website of Karvy at: <https://evoting.karvy.com>. The result will simultaneously be communicated to the stock exchanges.

NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of the members of **TV18 Broadcast Limited** ("the Company") will be held on Friday, August 17, 2018 at 10.30 a.m. (IST) at Y. B. Chavan Centre – Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite to Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai – 400 021, 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, 2018 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, 2018 and the report of the Auditors thereon;

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

- (a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 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, 2018 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. To appoint Mr. P.M.S. Prasad (DIN: 00012144), who retires by rotation at this Annual General Meeting, as a Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. P.M.S. Prasad (DIN: 00012144), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. To appoint Ms. Jyoti Deshpande (DIN: 02303283) as a Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with 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), Ms. Jyoti Deshpande (DIN: 02303283), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2019 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 Lacs and Fifty Thousand only), excluding reimbursement of out of pocket expenses and applicable taxes, if any, thereon, as approved by the Board of Directors of the Company to be paid to M/s Pramod Chauhan & Associates, Cost Accountants (Firm Registration No. 000436), the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be and is hereby ratified."

5. 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 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 be and is hereby accorded to authorise 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 upto ₹ 1,000 crore (Rupees One Thousand crores only), 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 utilisation of the issue proceeds and all matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient

to give effect to this resolution 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 9, 2018

Registered Office:

Empire Complex, First Floor,
414 - Senapati Bapat Marg, Lower Parel,
Mumbai, Maharashtra, 400013
T +91 22 6666 7777 / 4001 9000
CIN: L74300MH2005PLC281753
Website: www.network18online.com
Email id: investors.tv18@nw18.com

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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. 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 authorisation together with the specimen signatures of the representative(s) authorised under the said Board Resolution / authorisation to attend and vote on their behalf at the Meeting.**
- 3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is annexed hereto.**
- 4. In terms of the provisions of Section 152 of the Act, Mr. P.M.S. Prasad, Director, retires by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors commend his re-appointment. The details of Mr. P.M.S. Prasad as required to be disclosed under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard-2, are provided under Corporate Governance Report forming part of the Annual Report.**

Further, Mr. P.M.S. Prasad is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard

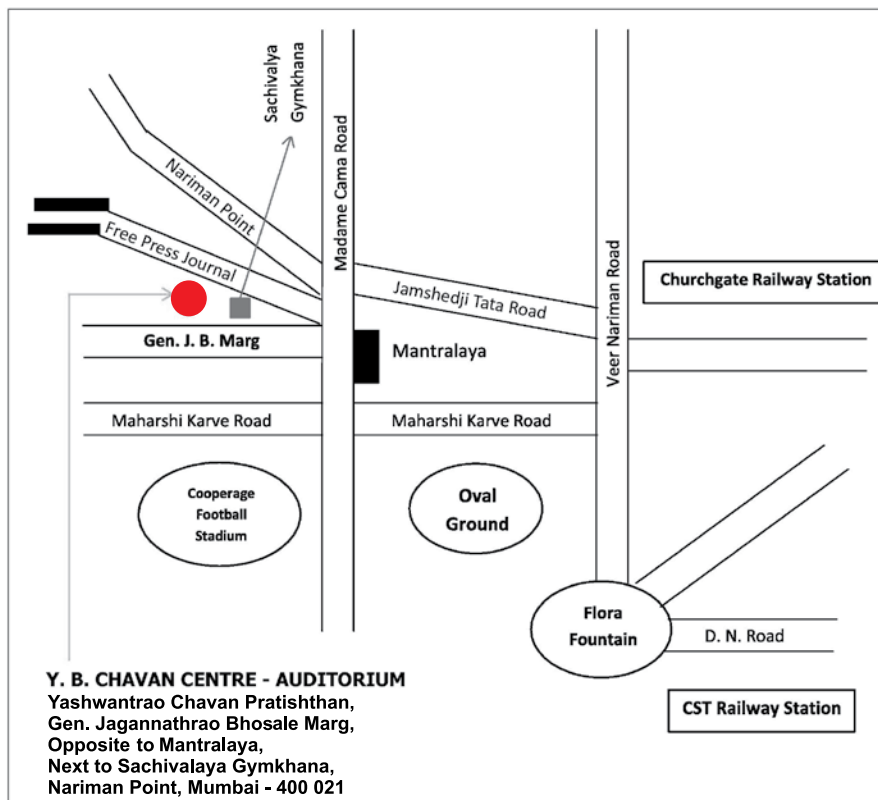
- to his re-appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 and 2 of the Notice.
5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors who were appointed in the Annual General Meeting held on September 25, 2017.
 6. **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 as presently in force and the business set out in the Notice will be transacted through such voting.** Information and instructions including details of user id and password relating to e-voting are sent herewith. **Once the vote on a resolution is cast by member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
 7. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip and copies of Annual Report.
 8. 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.
 9. Relevant documents referred to in the accompanying Notice shall remain open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. Copies of such document shall also be made available for inspection at the Meeting.
 10. The Company's Registrar and Transfer Agent for its share registry (both, physical as well as electronic) is Karvy Computershare Private Limited ("Karvy") having its office at Karvy Selenium Tower B, 6th Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 (Unit: TV18 Broadcast Limited).
 11. Members holding shares in electronic form are requested to intimate 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 form are requested to advise any change in their address or bank mandates to the Company or Karvy.
 12. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 25, 2017 (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.
 13. Members holding shares in electronic mode :
 - (a) are requested to submit their Permanent Account Number ("PAN") to their respective DPs with whom they are maintaining their demat accounts, as mandated by Securities and Exchange Board of India ("SEBI") for every participant in securities market.
 - (b) are advised to contact their respective DPs for availing nomination facility.
 14. Members holding shares in physical form:
 - (a) are required to submit their PAN to the Company/ Karvy, as mandated by the SEBI for every participant in securities market.
 - (b) are advised to make nomination as per Section 72 of the Act and are requested to write to Karvy.
 15. 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 Karvy for consolidation into a single folio.
 16. **SEBI has amended Regulation 40 of the Listing Regulations to provide that securities of listed companies can be transferred only in dematerialised form effective December 5, 2018. In view of above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**
 17. Non-Resident Indian members are requested to inform Karvy / respective 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.
18. **Members who have not registered / updated their e-mail addresses with Company / 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.**
19. **Email id of the Company for redressal of investors' grievances has changed to investors.tv18@nw18.com.**

Members are requested to make all future communications at this email id.

20. 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 DP and holdings should be verified.
21. 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 is Sachivalaya Gymkhana and Mantralaya.** The venue is near to these landmarks.

ROUTE MAP OF THE VENUE



Landmark

- 1) Sachivalaya Gymkhana
- 2) Mantralaya

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE "ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the 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') and the Articles of Association of the Company, appointed Ms. Jyoti Deshpande as an Additional Director on the Board of the Company w.e.f. July 9, 2018. She holds the office as an additional director up to the date of this Annual General Meeting.

Ms. Jyoti Deshpande is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Nomination and Remuneration Committee of the Board of Directors of the Company has recommended the appointment of Ms. Jyoti Deshpande as Director of the Company.

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

Ms. Jyoti Deshpande (DIN: 02303283), 47 years, has over 25 years of experience in media and entertainment across advertising, media consulting, television and film. From April 2018, Ms Deshpande joined Reliance Industries Limited (RIL) as President of the Chairman's Office to set up and head the Media and Entertainment business. In her new role at RIL, Ms. Deshpande leads the company's initiatives in Media and Entertainment to organically build and grow businesses around the content ecosystem such as Broadcasting, Films, Sports, Music, Digital, Gaming, Animation etc., as well as integrate RIL's existing media investments such as Viacom18, Balaji Telefilms, Eros and Saavn with a view to build, scale and consolidate the fragmented \$20 billion Indian M&E sector.

Prior to Reliance, Ms. Deshpande was part of the leadership team of Eros International since 2001 and as Group CEO & MD she spearheaded Eros's growth as a global leader in Indian filmed entertainment. Before 2001, Ms. Deshpande worked for 7 years in the field of advertising, media consulting and television with companies such as J Walter Thompson India, Mindshare, Zee Television and B4U Television. Ms. Deshpande has a Bachelor's Degree in Commerce and Economics from Mumbai University and a Master's Degree in Business Administration (MBA) from SPJIMR, Mumbai University.

Ms. Deshpande was featured in the prestigious Fortune India magazine's 50 Most Powerful Women in Business (2017/2015) which celebrates the journeys and triumphs of women who not only impact their organisations but are also thought leaders in their industry. Ms. Deshpande was also featured in the list of Top 50 Most Powerful Women in Business by Business Today (2015). She was also recently awarded as one of the Women of the Decade for Innovation and Leadership by Women Economic Forum.

Ms. Deshpande joined the Board as Non-Executive Director on July 9, 2018.

She is also on the Board of Eros International Media Limited (Listed), Eros International PLC (Listed on NYSE), Balaji Telefilms Limited (Listed), Network18 Media & Investments Limited (Listed), Saavn Media Private Limited and IndiaCast Media Distribution Private Limited. She is a member of Corporate Social Responsibility Committee of Eros International Media Limited.

Save and except Ms. Jyoti Deshpande and her relatives, to the extent of their shareholding interest, if any, in the Company, 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. 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

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Pramod Chauhan & Associates, Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 as set out in the resolution.

In accordance with the provisions of Section 148 of 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, 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, 2019 by passing an Ordinary Resolution as set out at Item No. 4 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. 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

The members of the Company at the previous Annual General Meeting held on September 25, 2017, had passed a Special Resolution authorising the Board of Directors of the Company to offer or invite subscriptions for redeemable non-convertible debentures, in one or more series/ tranches, aggregating upto ₹ 1,000 crore on private placement. The said resolution is valid and effective for 1 (one) year from September 25, 2017. The members may note that the Company has not made any private placement of redeemable non-convertible debentures pursuant to the said authorisation.

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

Sections 42 and 71 of 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 Special Resolution. Further, it shall be sufficient if the Company passes a Special Resolution only once in a year for all the offers or invitation for such non-convertible debentures during the year.

Keeping in view the above, consent of members is sought for passing the Special Resolution as set out in the Item No. 5 of the Notice. The 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 ₹ 1,000 crore.

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. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 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 9, 2018

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