

TV18 BROADCAST LIMITED



NOTICE

(Note: The business of this Meeting may be transacted through electronic voting system)

Notice is hereby given that the 10th Annual General Meeting of the members of **TV18 Broadcast Limited (“the Company”)** will be held on Thursday, September 24, 2015 at 10:30 a.m. at Tivoli Garden Resort, Khasra No. 646-653, Chattarpur Road, Near Chattarpur Mandir, New Delhi-110 074 to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt:
 - (a) the audited financial statement of the Company for the financial year ended March 31, 2015, 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, 2015 and report of Auditors thereon.
2. To appoint a Director in place of Mr. Raghav Bahl (DIN:00015280) who, retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to 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 Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment 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 till the conclusion of 11th Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To re-appoint Mr. Manoj Mohanka (DIN:00128593) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as a **Special 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 thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Manoj Mohanka (DIN:00128593), Independent Director, who holds office upto the date of this Annual General Meeting 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 Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a further term of 3 (three) consecutive years from the date of this Annual General Meeting upto September 23, 2018.”

5. To appoint Mr. Rohit Bansal (DIN:02067348) as a Director and in this regard to consider and if thought fit, to 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’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rohit Bansal (DIN:02067348), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and Article 89 of the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting 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 a Director of the Company, liable to retire by rotation.”
6. To appoint Mr. Adil Zainulbhai (DIN:06646490) as an Independent Director and in this regard to consider and if thought fit, to 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 thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Adil Zainulbhai (DIN:06646490), who was appointed as an Additional Director (Independent) pursuant to the provisions of Sections 161(1) and 149 of the Act, Clause 49 of the Listing Agreement and Article 89 of the Articles of Association of the Company, who holds office upto the date of this Annual General Meeting 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 Independent 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 for a term upto May 14, 2020.”
7. To appoint Ms. Kshipra Jatana as Manager and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Article 102 of the Articles of Association of the Company, approval of the Members be and is hereby accorded to the appointment of Ms. Kshipra Jatana as Manager of the Company for a period of 5 (five) years with effect from November 27, 2014, without any remuneration from the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard to consider and if thought fit, to 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 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Pramod Chauhan & Associates, Cost Accountants (Firm Registration No. 000436), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid remuneration of ₹ 2,50,000 (Rupees Two lacs fifty thousand only), excluding reimbursement of out of pocket expenses and applicable taxes, if any, thereon.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Place: Noida
Date: August 5, 2015

Deepak Gupta
Company Secretary

Registered Office:

503, 504 & 507, 5th Floor, ‘Mercantile House’,
15, Kasturba Gandhi Marg, New Delhi – 110 001.

Tel: +91 11 4981 2600, **Fax:** +91 11 4150 6115

CIN: L74300DL2005PLC137214

Website: www.network18online.com

Email id: investors.ibn18@network18online.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.

2. Route map of the venue of the meeting is given at the end of the Notice.
3. **In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members with facility to exercise their votes by electronic means (e-voting). Communication containing detailed instructions in this regard is being sent separately.**
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution/ other valid authorization, authorising their representative to attend and vote on their behalf at the Meeting.
5. Brief resume of Directors proposed to be appointed/ re-appointed, their age, qualification, date of first appointment on the Board, experience, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships with other directors / key managerial personnel, number of meetings of the Board attended during the year are provided in the Corporate Governance Report forming part of the Annual Report.

6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business and in respect of other resolution proposed in the ordinary business to be transacted at the Meeting is annexed hereto.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
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.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office 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 document shall also be made available for inspection at the meeting.
10. The Company has notified closure of Register of Members and Share Transfer Books from September 21, 2015 to September 24, 2015 (both days inclusive) for the purpose of the Annual General Meeting.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants 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 immediately to the Company or its Registrars and Transfer Agents, Linkintime India Private Limited ("Linkintime").
12. 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 30, 2014 (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. 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 form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Linkintime.
14. 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 Linkintime, Company's Registrar and Transfer Agents. In respect of the shareholding in demat mode, please contact the respective depository participant, with whom the Member is having demat account.
15. Members who hold shares in multiple folios or joint accounts in the same order of names are requested to send the share certificates to Linkintime or contact their depository participant as the case may be, for consolidation into a single folio.
16. Non-Resident Indian Members are requested to inform Linkintime, 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.
17. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
18. 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 Guidelines and Members resolution(s) shall be placed before the Meeting.
19. 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 Depository Participant and holdings should be verified.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") AND IN RESPECT OF OTHER RESOLUTION PROPOSED IN THE ORDINARY BUSINESS

Item No. 3

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 3 of the Notice, relating to the ratification of appointment of the Statutory Auditors.

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

Item No. 4

The Members in the last Annual General Meeting had appointed Mr. Manoj Mohanka as an Independent Director on the Board of the Company in accordance with the provisions of Sections 149, 152 read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Clause 49 of the Listing Agreement, re-appointment of an Independent Director requires approval of members by way of special resolution.

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. Manoj Mohanka for the office of Independent Director of the Company. Mr. Manoj Mohanka 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. Manoj Mohanka that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Manoj Mohanka fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Manoj Mohanka is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Mr. Manoj Mohanka, his age, qualification, date of his first appointment on the Board, experience, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship with other directors / key managerial personnel, number of meetings of the Board attended during the year and other details as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges and Secretarial Standard-2, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Manoj Mohanka is re-appointed as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and in view of his satisfactory performance, the Board of Directors have proposed that Mr. Manoj Mohanka be re-appointed as an Independent Director of the Company to hold office for a further term of 3 (three) consecutive years from the date of this Annual General Meeting upto September 23, 2018, not liable to retire by rotation.

Copy of the letter for appointment of Mr. Manoj Mohanka 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.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Manoj Mohanka and his 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, 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 Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

The Board of Directors of the Company, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rohit Bansal as an Additional Director on the Board of the Company on January 14, 2015, in accordance with the provisions of Section 161(1) of the Act and Article 89 of the Articles of Association of the Company. He holds office as an additional director upto the date of this Annual General Meeting.

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. Rohit Bansal for the office of Director of the Company. Mr. Rohit Bansal 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.

Brief resume of Mr. Rohit Bansal, his age, qualification, date of his first appointment on the Board, experience, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship with other directors/key managerial personnel, number of meetings of the Board attended during the year and other details as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges and Secretarial Standard-2, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Rohit Bansal is appointed as a Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Rohit Bansal be appointed as a Director of the Company, liable to retire by rotation.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Rohit Bansal and his 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, in any way, 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, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Adil Zainulbhai as an Additional Director (Independent) on the Board of the Company on May 15, 2015, in accordance with the provisions of Sections 161(1) and 149 read with Schedule IV to the Companies Act, 2013, Clause 49 of the Listing Agreement and Article 89 of the Articles of Association of the Company. 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. Adil Zainulbhai for the office of Independent Director of the Company. Mr. Adil Zainulbhai 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. Adil Zainulbhai that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Adil Zainulbhai fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Adil Zainulbhai is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Mr. Adil Zainulbhai, his age, qualification, date of his first appointment on the Board, experience, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship with other directors / key managerial personnel, number of meetings of the Board attended during the year and other details as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges and Secretarial Standard-2, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Adil Zainulbhai is appointed as an Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and in view of the his satisfactory performance, Board of Directors have proposed that Mr. Adil Zainulbhai be appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto May 14, 2020, not liable to retire by rotation.

Copy of the letter for appointment of Mr. Adil Zainulbhai 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.

This Statement may also be regarded as a disclosure under the Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Adil Zainulbhai and his 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, in any way, 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 Board of Directors of the Company appointed, pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Article 102 of the Articles of Association of the Company, Ms. Kshipra Jatana as Manager of the Company for a period of 5 years with effect from November 27, 2014.

Ms. Kshipra Jatana, aged about 44 years, is Group General Counsel and oversees legal operations and regulatory matters for all group businesses and joint ventures. Previously, she had been Head Legal for the Group's news networks and General Counsel at Capital18, the group's investment arm where she was responsible for deal structuring, legal and compliance for its portfolio investments. She has over 19 years of work experience in the legal advisory and corporate law space. Prior to joining Network18, she was the General Counsel/Head of M&A at MIH India and has also worked with Star TV and AZB & Partners in the past. She holds a degree in law & sociology from the University of Delhi.

She is Director on the Board of Greycells18 Media Limited, Equator Trading Enterprises Private Limited, Colosseum Media Private Limited, e-Eighteen.com Limited, Capital18 Fincap Private Limited, Indiacast UTV Media Distribution Private Limited, TV18 Home Shopping Network Limited, Prism TV Private Limited and Infomedia Press Limited. She is also a member of Audit Committee of Greycells18 Media Limited and member of Nomination and Remuneration Committee in Greycells18 Media Limited and Equator Trading Enterprises Private Limited.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Kshipra Jatana is appointed as Manager of the Company. She shall not draw any salary/ remuneration in the capacity as Manager of the Company. The aforesaid appointment is subject to the approval of members of the Company.

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

Save and except Ms. Kshipra Jatana and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors/other 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. 7 of the Notice.

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

Item No. 8

The Board of Directors of the Company, on the recommendation of the Audit Committee, have approved the appointment and remuneration of Pramod Chauhan & Associates, Cost Accountants (Firm Registration No. 000436), as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 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 Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the 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. 8 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

By order of the Board of Directors
For TV18 Broadcast Limited

Deepak Gupta
Company Secretary

Place: Noida
Date: August 5, 2015

Registered Office:
503, 504 & 507, 5th Floor, 'Mercantile House',
15, Kasturba Gandhi Marg, New Delhi – 110 001.
Tel: +91 11 4981 2600, **Fax:** +91 11 4150 6115
CIN: L74300DL2005PLC137214
Website: www.network18online.com
Email id: investors.ibn18@network18online.com

Route Map to the Venue of the 10th Annual General Meeting

