

September 1, 2017

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: NETWORK18

SCRIP CODE: 532798

Sub: 22nd 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 22nd Annual General Meeting of the members of the Company will be held on Monday, September 25, 2017 at 11.30 a.m.(IST) or soon after conclusion of the Annual General Meeting of TV18 Broadcast Limited convened on the same day, whichever is later, at Y.B. Chavan Centre – Auditorium, Yashwantrao Chavan Paratishthan, Gen. Jagannathrao Bhonsle Marg, Opposite Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai – 400 021 (“Meeting”).

In this regard, we are enclosing herewith the Notice dated July 18, 2017, convening the said Meeting of the members of the Company, containing the business to be transacted at the Meeting and instructions for e-voting.

Further, the Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 22, 2017 to Monday, September 25, 2017 (both days inclusive), for the purpose of said Meeting.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,
For **Network18 Media & Investments Limited**



Ratnesh Rukhariyar
Group Company Secretary

Encl: as above

Network18 Media & Investments Limited

(CIN - L65910MH1996PLC280969)

Noida 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 1707

Regd. office: First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai-400013

T +91 22 40019000, 66667777. F +91 22 2496 8238 W www.network18online.com E: investors.n18@nw18.com

Network18

Network18 Media & Investments Limited

(CIN: L65910MH1996PLC280969)

Registered Office: First Floor, Empire Complex, 414, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
Tel.: +91 22 4001 9000/ 6666 7777 • **Fax:** +91 22 2496 8238 • **Web:** www.network18online.com • **Email:** investors.n18@nw18.com

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

Joint Holder(s) :

Number of Equity Share(s) held :

Dear Member,

Sub: Voting through electronic means on resolutions proposed to be passed at 22nd Annual General Meeting of the members of Network18 Media & Investments 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**”), Network18 Media & Investments Limited (“**the Company**”) is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at the 22nd Annual General Meeting (“**Meeting**”) of the Members of the Company, scheduled to be held on Monday, September 25, 2017 at 11:30 a.m. or soon after conclusion of the Annual General Meeting of TV18 Broadcast Limited convened on the same day, whichever is later, 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**”).

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

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 Thursday, September 21, 2017**
End of remote e-voting : **Upto 5:00 p.m. (IST) on Sunday, September 24, 2017**

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 the aforesaid period.

The cut-off date for the purpose of remote e-voting and voting at the Meeting is Monday, September 18, 2017.

This Communication forms an integral part of the Notice dated July 18, 2017 convening the Meeting which is attached herewith. 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 Network18 Media & Investments Limited

Date : July 18, 2017
Place : Mumbai

Ratnesh Rukhariyar
Group 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 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, 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 Network18 Media & Investments 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, 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 authorized representative(s), to the Scrutinizer at e-mail ID: n18.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.
2. 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).
3. 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.
4. 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'.
5. **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.**
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. Monday, September 18, 2017.
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 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.**
8. 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. Monday, September 18, 2017, 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 Karvy's toll free number 1800 3454 001 (from 9:00 a.m to 6:00 p.m)
 - d. Member may send an e-mail request to evoting_network18@karvy.com.
9. **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. Monday, September 25, 2017.**
10. In case of any query pertaining to e-voting, members may refer to the "Help"&"FAQ"s section/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. 11.
11. **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
Toll free No: 1800 3454 001 email: evoting_network18@karvy.com

Network18

Network18 Media & Investments Limited

CIN: L65910MH1996PLC280969

Empire Complex, First Floor, 414- Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra, 400013

T +91 22 6666 7777, 4001 9000 F +91 22 2496 8238

Website: www.network18online.com | Email Id: investors.n18@nw18.com

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of **Network18 Media & Investments Limited ("the Company")** will be held on Monday, September 25, 2017 at 11.30 a.m. (IST) or soon after conclusion of the Annual General Meeting of TV18 Broadcast Limited convened on the same day, whichever is later at Y. B. Chavan Centre - Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opposite of Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai - 400 021, to transact the following businesses:

ORDINARY BUSINESS

- To consider and adopt:
 - the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and
 - the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon;

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

- "RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
 - "RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- To appoint 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) thereto or re-enactment(s) thereof, for the time being in force) Deloitte Haskins & Sells LLP, Chartered Accountants, (ICAI Firm Registration No. 117366W / W-100018), be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting, at such remuneration as shall be fixed by Board of Directors of the Company."

SPECIAL BUSINESS

- To appoint Mr. P.M.S. Prasad (DIN: 00012144) 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 all other applicable provisions 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), Mr. P.M.S. Prasad (DIN: 00012144), 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 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."

- To appoint Mr. K.R. Raja (DIN: 00006673) 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 all other applicable provisions 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), Mr. K. R. Raja (DIN: 00006673), 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 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."

- To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2018 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 and 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 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, 2018, be and is hereby ratified."

6. 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 Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment 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 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 ₹ 1,000 crore (Rupees one thousand crores), by private placement 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 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 Network18 Media & Investments Limited**

Ratnesh Rukhariyar
Group Company Secretary

Place: Mumbai
Date: July 18, 2017

Registered Office:

Empire Complex, First Floor,
414- Senapati Bapat Marg, Lower Parel,
Mumbai, Maharashtra, 400013
T +91 22 6666 7777, 4001 9000 F +91 22 2496 8238
CIN: L65910MH1996PLC280969
Website: www.network18online.com
Email Id: investors.n18@nw18.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 22nd 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 authorization together with the specimen signatures of the representative(s) authorized under the said Board Resolution/authorization 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.

Further, none of the Directors/Key Managerial Personnel of the Company/their relatives is concerned or interested, financially or otherwise, in the ordinary resolutions set out under Item Nos. 1 and 2 of the Notice.

4. **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 being sent to members separately along with a copy of the Notice. **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.

5. Details of Directors seeking appointment at the ensuing Annual General Meeting are provided in the Corporate Governance Report forming part of Annual Report as required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), issued by Institute of Company Secretaries of India.
6. Walker Chandio & Co LLP, Chartered Accountants, Auditors of the Company have expressed their unwillingness for ratification of their appointment at the ensuing Annual General Meeting.

Keeping in view the requirements set out in the Act, the Audit Committee and Board of Directors of the Company have recommended appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, (ICAI Firm Registration No. 117366W / W-100018) as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting, at such remuneration as shall be fixed by Board of Directors of the Company. The first year of the aforesaid Auditors will be of the financial statement of the Company for the financial year ending March 31, 2018.

Deloitte & Haskins & Sells LLP, Chartered Accountants have consented and confirmed that their appointment, if made, would be within the limit specified under Section 141(3) (g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139 (1), Section 141 (2) and Section 141 (3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board commends the Ordinary Resolution set out at item No. 2 of the Notice for approval by the Members.

7. Members Proxies/Authorised Representatives are requested to bring to the meeting the necessary details of their shareholding, attendance slip(s) and copy(ies) of their 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 Notice are open for inspection by the members at the Registered Office of the Company and copies thereof will also be available for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by the members at the Meeting.
10. The Company has notified closure of Register of Members and Share Transfer Books from September 22, 2017 to

September 25, 2017 (both days inclusive) for the purpose of the Annual General Meeting.

11. 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, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 (Unit: Network18 Media & Investments Limited).
12. Members holding shares in electronic mode 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 / Karvy.
13. Pursuant to the provisions of Investor Education and Protection Fund (IEPF) 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 29, 2016 (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.

In accordance with the provisions of Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2007-08 has not been paid or claimed by the members for 7 (seven) consecutive years or more.

Members are advised to visit the web-link: <http://www.network18online.com/noticesevents.html> to ascertain details of shares liable for transfer in the name of IEPF Authority.

14. **Members holding shares in electronic mode:**
 - (a) **are requested to submit their Permanent Account Number (PAN) to their 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.**
15. **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.**
16. **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.

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 Karvy, if shares are held in physical form or with their DPs, if shares are held in electronic form, are requested to register / update their e-mail address for receiving all future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.**

19. Certificate from the Statutory Auditors of the Company to the effect that Employee Stock Options Scheme of the Company has been implemented in accordance with the applicable SEBI Regulations and Members resolution(s) shall be placed before the Meeting.
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 are annexed hereto. **The prominent landmark for the venue of the Meeting is Sachivalaya Gymkhana and Mantralaya. The venue is near to these landmarks.**

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 Act and the Articles of Association of the Company, appointed Mr. P.M.S. Prasad as an Additional Director on the Board of the Company w.e.f. January 14, 2017. He holds the office as an additional director up to 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. P.M.S. Prasad for the office of Director of the Company. Mr. P.M.S. Prasad 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.

Mr. P.M.S. Prasad 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. P.M.S. Prasad, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) issued by the Institute of Company Secretaries of India, are provided in the Corporate Governance Report forming part of the Annual Report.

Save and except Mr. P.M.S. Prasad and his relatives, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, 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 Act and the Articles of Association of the Company, appointed Mr. K. R. Raja as an Additional Director on the Board of the Company w.e.f. January 14, 2017. He holds the office as an additional director up to 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. K. R. Raja for the office of Director of the Company. Mr. K. R. Raja 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.

Mr. K. R. Raja 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. K. R. Raja, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) issued by the Institute of Company Secretaries

of India, are provided in the Corporate Governance Report forming part of the Annual Report.

Save and except Mr. K. R. Raja and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, 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 Board, 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), Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018 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, 2018 by passing an Ordinary Resolution as set out at Item No. 5 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. 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 members of the Company at the previous Annual General Meeting held on September 29, 2016, 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 ₹ 1000 crore on private placement. The said resolution is valid and effective for 1 (one) year from September 29, 2016. The members may note that the Company has not made any private placement of redeemable non-convertible debentures pursuant to the said authorization.

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 in addition to the overall borrowing limits of ₹ 1800 crores as approved by Members of the Company at the Annual General Meeting held on September 30, 2014.

Section 71 and Section 42 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.

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 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 a part for any specific purpose.

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 ₹ 1000 crore in addition to the borrowing limits approved by the Members on September 30, 2014 under the provisions of Section 180 (1) (c) of the Act.

Accordingly, consent of the member is sought passing a Special 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 Special Resolution set out at Item No. 6 of the Notice for approval by the members.

**By order of the Board of Directors
For Network18 Media & Investments Limited**

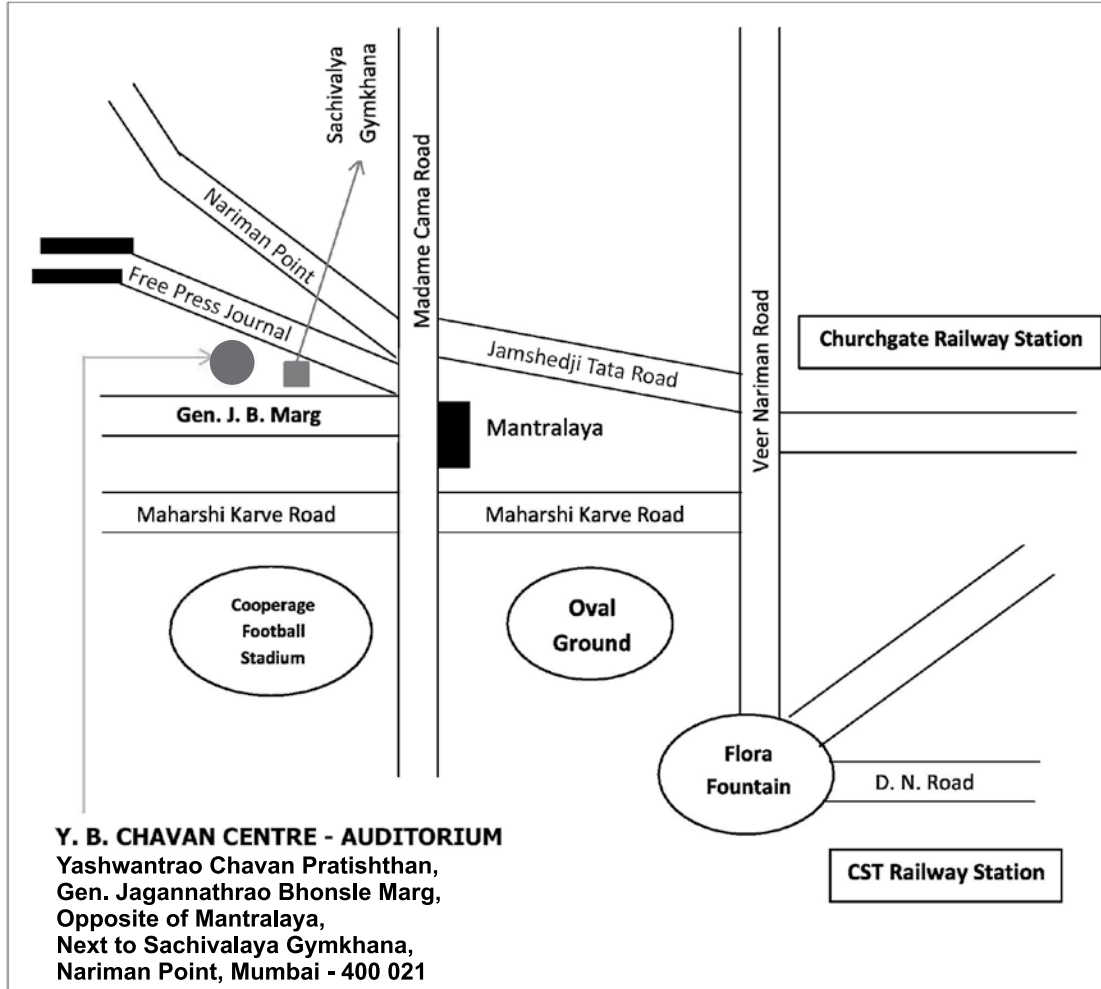
Ratnesh Rukhariyar
Group Company Secretary

Place: Mumbai
Date: July 18, 2017

Registered Office:

Empire Complex, First Floor,
414- Senapati Bapat Marg, Lower Parel,
Mumbai, Maharashtra, 400013
T +91 22 6666 7777, 4001 9000 F +91 22 2496 8238
CIN: L65910MH1996PLC280969
Website: www.network18online.com
Email Id: investors.n18@nw18.com

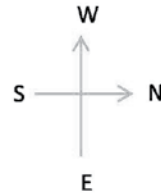
ROUTE MAP OF THE VENUE



Landmark

- 1) Sachivalaya Gymkhana
- 2) Mantralaya

Not to scale



Network 18

NETWORK18 MEDIA & INVESTMENTS LIMITED

CIN - L65910MH1996PLC280969

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

Tel: +91 22 6666 7777, 4001 9000 Fax: +91 22 2496 8238 Email: investors.n18@nw18.com

Website: www.network18online.com

ATTENDANCE SLIP

Name of the sole / first named member: _____

Address of the sole / first named member: _____

Registered Folio No.: _____

DP ID No./Client ID No.*: _____

Number of shares held: _____

I hereby record my presence at the 22nd Annual General Meeting of the members of the Company held on Monday, September 25, 2017 at Y.B. Chavan Centre - Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opposite of Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai - 400 021 at 11.30 a.m. (IST) or soon after conclusion of the Annual General Meeting of TV18 Broadcast Limited convened on the same day, whichever is later.

Signature of Member/Proxy present: _____

Note: Members are requested to fill up the attendance slip and hand it over at the venue of the meeting.

*Applicable for investors holding shares in electronic form.

Network 18

NETWORK18 MEDIA & INVESTMENTS LIMITED

CIN - L65910MH1996PLC280969

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

Tel: +91 22 6666 7777, 4001 9000 Fax: +91 22 2496 8238 Email: investors.n18@nw18.com

Website: www.network18online.com

PROXY FORM

[FORM NO. MGT-11, Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of member: _____

Registered Address: _____

E-mail Id: _____

Folio No./ Client ID:* DP ID:* _____

*Applicable for investors holding shares in electronic form.

I/We _____ being the member of _____ Equity Shares of Network18 Media & Investments Limited, hereby appoint:

1. Name: _____

Address: _____

E-mail Id: _____ Signature: _____ or failing him

2. Name: _____

Address: _____

E-mail Id: _____ Signature: _____ or failing him

3. Name: _____

Address: _____

E-mail Id: _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 22nd Annual General Meeting of the members of the Company to be held on Monday, September 25, 2017 at 11.30 a.m. (IST) or soon after conclusion of the Annual General Meeting of TV18 Broadcast Limited convened on the same day, whichever is later Y. B.Chavan Centre - Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opposite of Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai - 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	Voting	
		For	Against
1.	Consideration and adoption of :		
	a) Audited Financial Statement for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon		
	b) Audited Consolidated Financial Statement for the Financial Year ended March 31, 2017 and the Report of the Auditors thereon		
2.	Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors of the Company and fixing their remuneration		
3.	Appointment of Mr. P.M.S. Prasad as a Director, liable to retire by rotation.		
4	Appointment of Mr. K.R. Raja as a Director, liable to retire by rotation.		
5.	Ratification of the remuneration of the Cost Auditor for the Financial Year ending March 31, 2018		
6.	Approval for offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement		

**This is only optional. Please put a (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this _____ day of _____ 2017

Signature of Shareholder _____

Signature of Proxy Holder(s): 1.) _____ 2.) _____ 3.) _____



Notes:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
- (2) **A Proxy need not be a member of the Company and shall prove his/her identity at the time of attending the meeting.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 shareholder.
- (4) Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- (5) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
- (6) This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- (7) This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- (8) Undated proxy form will not be considered valid.
- (9) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.