



CIN: U64200MH2007PLC172707

Regd. Office : 4th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400 053.
Tel.: 91-22-40230000 **Fax:** 91-22-26395459 **Email:** cs@tvvision.in **Website:** www.tvvision.in

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolutions as set out in this notice are proposed to be passed by means of Postal Ballot and Electronic Voting.

The statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the proposed resolutions setting out the material facts and reasons thereof is annexed hereto alongwith the Postal Ballot Form and self addressed postage prepaid envelope for your consideration.

The Board of Directors of the Company have appointed CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai (C.P. No. 3531) as Scrutinizer to scrutinize the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the same duly completed in the enclosed self addressed postage prepaid envelope. Postal Ballot Form (s), if sent by courier or by registered post/ speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form (s) may also be deposited personally at the address given on the self addressed postage prepaid envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 p.m. on Monday, 3rd October, 2016 to be eligible for being considered as valid, failing which, it will be strictly considered as if no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'.

The Scrutinizer will submit his report to the Chairman / such other person as authorized by him in writing, after the completion of the scrutiny of the Postal Ballot Form(s) (including e-voting). The results shall be declared on Wednesday, 5th October, 2016 at 4:00 p.m. and shall also be displayed on the website of the Company i.e www.tvvision.in.

PROPOSED RESOLUTIONS:

ITEM NO. 1: APPROVAL FOR BORROWINGS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession to the Special Resolution passed at the 8th Annual General Meeting of the Company held on 26th September, 2015, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as "Approvals") as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to borrow in any manner from time to time any sum or sums of money at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the moneys to be borrowed by the Company together with monies already borrowed (apart from temporary loans and other credit facilities obtained from the Company's Bankers in the ordinary course of business), whether secured or unsecured, will or may exceed the aggregate of the paid up capital and free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of ₹ 500.00 Crores (Rupees Five Hundred Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time."

ITEM NO. 2: AUTHORITY TO CREATE CHARGE ON ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession to the Special Resolution passed at the 8th Annual General Meeting of the Company held on 26th September, 2015, pursuant to the Provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act,

2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred on the Board by this resolution and /or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution) to mortgage and /or to create charge in any manner, on all or any of the immovable and/or moveable assets including outstanding monies, receivables, claims, bills, documents, contracts, engagements, securities, investments and rights of the Company both present and future of the Company for securing any loan obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) together with interest, cost, charges, expenses and any other money(ies) payable by the Company or to create charge to secure any loan taken by other entities/bodies corporate, on such terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time so secured/mortgaged, shall not exceed the limit as approved under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and deeds as may be required to give effect to the above resolution from time to time."

ITEM NO. 3: APPROVAL FOR MAKING LOANS, INVESTMENTS ETC. UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession to the Special Resolution passed at the 8th Annual General Meeting of the Company held on 26th September, 2015, pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the "Approvals") as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to make loan to any person or other body corporate to give guarantee or provide security in connection with a loan taken by subsidiaries / associates or any person or other body corporate; and to acquire by way of subscription, purchase or otherwise securities of any body corporate on such terms and conditions as the Board, may, in its absolute discretion deem fit, notwithstanding the fact that the aggregate of the investments, so far made, or securities so far provided, loan / guarantee so far given by the Company along with the proposed investments which exceeds 60% of the paid up capital and free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, provided that the maximum amount of investment made or loan/ guarantee given / security provided by the Company shall not exceed the sum of ₹ 500.00 Crores (Rupees Five Hundred Crores Only) at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all such acts, deeds and things as may be required or necessary to give effect to the above resolution from time to time."

By Order of the Board of Directors

Jyotsna Kashid

Company Secretary & Compliance officer

ACS No.: 27310

Place : Mumbai

Date: 20th August, 2016

Notes:

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposed resolutions is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members' whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 26th August, 2016 i.e. "cut-off date". The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members, whose e-mail ids are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self addressed postage prepaid envelope.
3. Member(s) can opt for only one mode for voting i.e. either by physical Postal Ballot forms or e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms shall be treated as invalid.
4. The shareholders who do not receive the Postal Ballot Form may download the same from the website of the Company i.e. www.tvvision.in or seek duplicate copy from the Company and/or the Registrar and Transfer Agent i.e. **Sharex Dynamic (India) Private Limited**, Unit No.1, Luthra Industrial Estate Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai -400072. Tel No.: 91-22-2851 5644/ 2851 5606

5. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, 26th August, 2016.
6. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided e-voting facility to the Members to enable them to cast their votes electronically and has engaged the services of NSDL for the same. The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The instructions for electronic voting forms part of this Notice.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed postage prepaid envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than Monday, 3rd October, 2016 (5.00 p.m.). Please note that any Postal Ballot Form (s) received after the said date and time will be treated as not having been received and the same will not be considered for the purpose of Postal Ballot.
9. The Scrutinizer will submit his report to the Chairman or such other person as authorized by him after completion of scrutiny of the voting received in electronic and physical mode. The result of the voting by postal ballot including e-voting would be announced by the Chairman of the Company or by such other person as may be authorized by him on Thursday, 5th October, 2016 at 4:00 p.m. at the Registered Office of the Company and shall also be displayed on the Company's website ie. www.tvvision.in.
10. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
11. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Monday, 3rd October, 2016.
12. Members may contact Mrs. Jyotsna Kashid, Company Secretary & Compliance Officer of the Company at cs@tvvision.in to address the grievances connected with the voting by postal ballot including e-voting.

INSTRUCTIONS FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on resolutions set forth in the Notice of Postal Ballot dated 20th August, 2016. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his / her / its discretion, subject to compliance with the instructions prescribed below:

The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The instructions for remote e-voting are as under:

- (A) In case of member receiving e-mail from NSDL (for members whose e-mail IDs are registered with the Company/Depository participant(s)).
 - a. Open e-mail and open PDF file viz: "remote e-voting.pdf" with Client ID or Folio No. as password. The PDF file contains user ID and password/PIN for remote e-voting. Please note that this password is an initial password.
 - b. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>.
 - c. Click on "Shareholder-login."
 - d. If the member is already registered with NSDL for e-voting, then enter USER ID and PASSWORD for casting vote. If logging in for the first time, please enter the User ID and password as initial password noted in step (a) above. Click login.
 - e. The password change menu appears. Change the password/PIN with a new password of their choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share the password with any other persons and take utmost care to keep the password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "TV Vision Limited".
 - h. Now the members are ready for remote e-voting as Cast Vote page opens.
 - i. Cast vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once a member has voted on the resolution, he / she will not be allowed to modify their vote.
 - l. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through E-mail at "scrutinizer@mgconsulting.in" with a copy marked to "evoting@nsdl.co.in"; mentioning in subject line "E-Voting for Postal Ballot of TV Vision Limited"

(B) In case of member receiving physical copy of the Notice by post/courier [members whose e-mail ID's are not registered with the Company/ Depository Participant(s) or requesting physical copy]:

(i) Initial password is provided as below at the bottom of the Postal Ballot form:

EVEN (REMOTE E-VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sr. No. (b) to (i) above, to cast vote.

(C) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

Other Instructions:

- The remote e-voting period begins on Sunday, 4th September, 2016 (10:00 a.m.) and ends on Monday, 3rd October, 2016 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 26th August, 2016 may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting after 5:00 p.m. on Monday, 3rd October, 2016.
- The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 26th August, 2016.
- However, if already registered with NSDL for remote e-voting then members can use existing USER ID and PASSWORD for casting vote. If a member forgets password, he/sher can reset password by using "Forgot User details / password" option available on www.evoting.nsdl.com.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 & 2:

In terms of the provisions of Section 180(1)(c) & 180(1)(a) of the Companies Act, 2013 the Company needs to take approval of members of the Company for increasing the borrowing powers and authority to create charge/ mortgage on assets of the Company to secure the money(ies) borrowed from financial institutions, banks and others entities from time to time.

The Company has obtained approval from the shareholders of the Company for increasing the limits of borrowing upto ₹ 500.00 Crores and authorized the Board to create charge on assets of the Company at the 8th Annual General Meeting held on 26th September, 2015. Subsequent to the sanction of the Composite Scheme of Amalgamation and Arrangement from Hon'ble High Court, the Company on 30th March, 2016, allotted Equity Shares to the shareholders of Sri Adhikari Brothers Television Network Limited. Hence it is proposed to take a fresh approval for the same limits upto ₹ 500.00 Crores from the shareholders of the Company whose name appear in the Register of Members as on "cut-off date".

The Board recommends the Special Resolutions as set out at item nos.1 & 2 of the Notice for the approval of the shareholders in supersession to the Special Resolutions passed at the 8th Annual General Meeting of the Company held on 26th September, 2015.

None of the Directors, Key managerial personnel of the Company or their relatives is concerned or interested in the said resolutions.

Item No. 3:

As per the provisions of Section 186 of the Companies Act, 2013, a Company is required to obtain prior approval of the shareholders by passing a Special Resolution to grant any loan to any person or other body corporate/give any guarantee or provide security in connection with a loan taken by it or other body corporate or person or acquire by way of subscription, purchase or otherwise, securities of anybody corporate, for an amount exceeding-

- Sixty per cent of its paid up capital, free reserves and securities premium account; or
- One hundred per cent of its free reserves and securities premium account, whichever is more.

The Company has obtained prior approval from the shareholders of the Company for increasing the limits to make loans and investments upto ₹ 500.00 Crores at the 8th Annual General Meeting held on 26th September, 2015. However, pursuant to the sanction of scheme from Hon'ble High Court, the Company on 30th March, 2016, allotted equity shares to the shareholders of Sri Adhikari Brothers Television Network Limited. Hence it is proposed to take a fresh approval for the same limits i.e. upto ₹ 500.00 Crores.

The Board recommends the Special Resolution as set out at Item no. 3 of the Notice for approval of the shareholders in supersession to the Special Resolution passed at the 8th Annual General Meeting of the Company held on 26th September, 2015.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

By Order of the Board of Directors

Jyotsna Kashid

Company Secretary & Compliance officer

ACS No.: 27310

Place : Mumbai

Date: 20th August, 2016