

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L65910MH1996PLC280969

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABC52472G

(ii) (a) Name of the company

NETWORK18 MEDIA & INVESTM

(b) Registered office address

First Floor, Empire Complex,
414- Senapati Bapat Marg, Lower Parel
Mumbai
Mumbai City
Maharashtra
400012

(c) *e-mail ID of the company

ratnesh.rukhariyar@nw18.com

(d) *Telephone number with STD code

02240019000

(e) Website

www.nw18.com

(iii) Date of Incorporation

16/02/1996

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Ltd. & BSE Ltd.	1,025
2		

(b) CIN of the Registrar and Transfer Agent

U72400TG2003PTC041636

Pre-fill

Name of the Registrar and Transfer Agent

KARVY COMPUTERSHARE PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

46,,AVENUE, 4TH STREET,NO.1, BANJARA HILLS,
HYDERABAD.

(vii) *Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

24/08/2018

(b) Due date of AGM

30/09/2018

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J7	Data processing, hosting and related activities; web portal	82.19
2	J	Information and communication	J1	Publishing of Newspapers, Books, periodicals, etc. activities	11.59

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 39

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	AETN18 Media Private Limited	U74300MH2010PTC274878	Subsidiary	51

2	Capital18 Fincap Private Limited	U65923MH2006PTC281472	Subsidiary	100
3	Colosseum Media Private Limited	U74120MH2007PTC273464	Subsidiary	100
4	Digital18 Media Limited	U22130MH2007PLC274705	Subsidiary	100
5	E-18 Limited		Subsidiary	100
6	e-Eighteen.com Limited	U99999MH2000PLC274703	Subsidiary	91.95
7	Equator Trading Enterprises Private Limited	U52390MH2008PTC177456	Subsidiary	100
8	Greycells18 Media Limited	U65923MH2006PLC274887	Subsidiary	74.22
9	ibn18 Mauritius Limited		Subsidiary	100
10	IBN Lokmat News Private Limited	U65923MH2007PTC281111	Subsidiary	50
11	IndiaCast Media Distribution Private Limited	U74300MH2008PTC274364	Subsidiary	100
12	IndiaCast UK Limited		Subsidiary	100
13	IndiaCast US Limited		Subsidiary	100
14	Infomedia Press Limited	L22219MH1955PLC281164	Subsidiary	50.69
15	Moneycontrol. Dot Com India Limited	U67120MH1999PLC120771	Subsidiary	100
16	Network18 Holdings Limited		Subsidiary	100
17	Panorama Television Private Limited	U64204MH1996PTC281176	Subsidiary	100
18	Reed Infomedia India Private Limited	U22110MH2006PTC160864	Subsidiary	100
19	Roptonal Limited		Subsidiary	100
20	RRB Investments Private Limited	U65923MH2007PTC274713	Subsidiary	100
21	RRK Finhold Private Limited	U65923MH2007PTC273463	Subsidiary	100
22	RVT Finhold Private Limited	U65923MH2008PTC273537	Subsidiary	100
23	RVT Media Private Limited	U30007MH2007PTC274883	Subsidiary	100
24	Setpro18 Distribution Limited	U74899MH1993PLC273530	Subsidiary	100
25	Television Eighteen Media and Entertainment Private Limited		Subsidiary	100
26	Television Eighteen Mauritius Limited		Subsidiary	100

27	TV18 Broadcast Limited	L74300MH2005PLC281753	Subsidiary	51.17
28	Viacom18 Media Private Limited	U92100MH1995PTC095508	Subsidiary	51
29	Viacom18 US Inc		Subsidiary	100
30	Viacom18 Media (UK) Limited		Subsidiary	100
31	Web18 Holdings Limited		Subsidiary	100
32	Web18 Software Services Limited	U72200MH2006PLC274714	Subsidiary	100
33	Aeon Learning Private Limited	U80301KA2013PTC070683	Associate	20.47
34	Big Tree Entertainment Private Limited	U99999MH1999PTC120990	Associate	39.07
35	Eenadu Television Private Limited	U92111TG1991PTC012643	Associate	24.5
36	NW18 HSN Holdings Plc		Associate	41.2
37	TV18 Home Shopping Network Private Limited	U93091MH2006PLC281105	Associate	43.64
38	Ubona Technologies Private Limited	U72200KA2007PTC043665	Associate	50
39	24 X 7 Learning Private Limited	U80302KA2001PTC029172	Associate	37.23

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	5,000,000,000	1,046,948,519	1,046,948,519	1,046,948,519
Total amount of equity shares (in Rupees)	25,000,000,000	5,234,742,595	5,234,742,595	5,234,742,595

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	5,000,000,000	1,046,948,519	1,046,948,519	1,046,948,519
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	25,000,000,000	5,234,742,595	5,234,742,595	5,234,742,595

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	27,100,000	0	0	0
Total amount of preference shares (in rupees)	2,365,000,000	0	0	0

Number of classes

3

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Share of Rs. 100/- each				
Number of preference shares	1,100,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	110,000,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Share of Rs. 200/- each				
Number of preference shares	10,500,000	0	0	0
Nominal value per share (in rupees)	200	200	200	200
Total amount of preference shares (in rupees)	2,100,000,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Share of Rs. 10/- each				
Number of preference shares	15,500,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	155,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	1,046,948,519	5,234,742,595	5,234,742,595	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0

iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	1,046,948,519	5,234,742,595	5,234,742,595	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				

At the end of the year	0	0	0	
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(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text" value="25/09/2017"/>	
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			12,675,473,318
Deposit			0
Total			12,675,473,318

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

802,627,913

(ii) Net worth of the Company

24,685,072,046

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	765,567,588	73.12	0	
10.	Others (Independent Media Trust (Held	19,643,801	1.88	0	
	Total	785,211,389	75	0	0

Total number of shareholders (promoters)

11

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	69,583,549	6.65	0	
	(ii) Non-resident Indian (NRI)	2,937,294	0.28	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	187,629	0.02	0	
4.	Banks	746,488	0.07	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	24,740,014	2.36	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	114,264,187	10.91	0	
10.	Others Clearing Member, Foreign	49,277,969	4.71	0	
	Total	261,737,130	25	0	0

Total number of shareholders (other than promoters) 65,520

Total number of shareholders (Promoters+Public/
Other than promoters) 65,531

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	16	11
Members (other than promoters)	73,408	65,520
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	8	0	7	0	0
(i) Non-Independent	0	2	0	2	0	0
(ii) Independent	0	6	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	8	0	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ADIL ZAINULBHAI	06646490	Director	0	
DEEPAK SHANTILAL F	00009078	Director	0	
DHRUV SUBODH KAJI	00192559	Director	0	
RAJIV KRISHAN LUTHI	00022285	Director	0	
NIRUPAMA RAO	06954879	Director	0	29/05/2018
P.M.S. PRASAD	00012144	Director	0	
JYOTI DESHPANDE	02303283	Additional director	0	
RAMESH KUMAR DAMODAR	AFTPD2293L	CFO	0	
KSHIPRA JATANA	ACBPJ1398R	Manager	0	09/07/2018
RATNESH RUKHARIYA	AHEPR6330F	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PRASOON JOSHI	01260545	Director	13/09/2017	CESSATION
K.R. RAJA	00006673	Director	21/03/2018	CESSATION
JYOTI DESHPANDE	02303283	Additional director	21/03/2018	APPOINTMENT
P.M.S. PRASAD	00012144	Director	25/09/2017	CHANGE IN DESIGNATION
K.R. RAJA	00006673	Director	25/09/2017	CHANGE IN DESIGNATION

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	25/09/2017	69,404	137	73.19

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/04/2017	8	6	75
2	18/07/2017	8	7	87.5
3	11/10/2017	7	5	71.43
4	16/01/2018	7	6	85.71
5	21/03/2018	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

8

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	17/04/2017	4	2	50
2	AUDIT COMM	18/07/2017	4	3	75
3	AUDIT COMM	11/10/2017	4	2	50
4	AUDIT COMM	16/01/2018	4	4	100
5	NOMINATION	18/07/2017	4	3	75
6	NOMINATION	21/03/2018	3	3	100
7	STAKEHOLDER	16/01/2018	3	3	100
8	CORPORATE	18/07/2017	4	3	75

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	24/08/2018
								(Y/N/NA)
1	ADIL ZAINULI	5	5	100	8	8	100	Yes
2	DEEPAK SHA	5	3	60	6	4	66.67	No
3	DHRUV SUBC	5	5	100	6	6	100	No
4	RAJIV KRISH	5	4	80	1	1	100	Yes
5	NIRUPAMA R	5	4	80	0	0	0	Not Applicable
6	P.M.S. PRASA	5	5	100	2	2	100	Yes
7	JYOTI DESHF	1	1	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ADIL ZAINULBHAI	INDEPENDENT	0	0	0	1,400,000	1,400,000
2	DEEPAK SHANTIL	INDEPENDENT	0	0	0	800,000	800,000
3	DHRUV SUBODH	INDEPENDENT	0	0	0	1,200,000	1,200,000
4	NIRUPAMA RAO	INDEPENDENT	0	0	0	500,000	500,000
5	RAJIV KRISHAN LU	INDEPENDENT	0	0	0	600,000	600,000
6	PRASOON JOSHI	INDEPENDENT	0	0	0	300,000	300,000
7	P.M.S. PRASAD	DIRECTOR	0	0	0	700,000	700,000
8	JYOTI DESHPAND	DIRECTOR	0	0	0	100,000	100,000
9	K.R. RAJA	DIRECTOR	0	0	0	400,000	400,000
	Total		0	0	0	6,000,000	6,000,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

RAHUL
JOSHI

DIN of the director

07389787

To be digitally signed by

RATNESH
RUKHARIY
AR

Company Secretary

Company secretary in practice

Membership number

5833

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of Promoters_NW18.pdf
Optional Attachments_NW18.pdf
Share Tranfer details_NW18.pdf
NW18 MGT 8 March 2018.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Corporate Actions; Concrete Solutions ©

CHANDRASEKARAN ASSOCIATES®
COMPANY SECRETARIES

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of Network18 Media & Investments Limited ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under for the financial year ended on March 31, 2018. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act and Rules made there under in respect of:
 1. Its status under the Act;
 2. maintenance of registers/ records and making entries therein within the time prescribed therefore;
 3. filing of forms and returns ~~as stated in the annual return~~, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors or its committees, ~~if any~~, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed;

During the financial year ended on March 31, 2018, the Company has not passed any resolution by postal ballot.



5. closure of Register of Members/Security holders, as the case may be.

Since the Company has not issued any other Security other than Shares, therefore, the Company was not required to close Register of other security holders during the financial year ended on March 31, 2018.

6. advances/ loans to its directors and/ or persons or firms or companies referred in section 185 of the Act;

During the financial year ended on March 31, 2018, the Company has not made any advances/ loans to its directors and/ or persons or firms referred in Section 185 of the Act.

7. contracts/ arrangements with related parties as specified in section 188 of the Act;

During the financial year ended on March 31, 2018, the Company has entered into transactions with related parties pursuant to Section 2(76) read with Section 188 of the Companies Act, 2013, in the ordinary course of business and at arm's length basis; therefore the provisions of Section 188 of the Act were not attracted.

8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

During the financial year ended on March 31, 2018, the Company has not made any

- Issue or allotment or buy back of securities;
- redemption of preference shares or debentures;
- alteration or reduction of share capital;
- conversion of shares/ securities.

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

During the financial year ended on March 31, 2018, the Company was not required to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.



10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

During the financial year ended on March 31, 2018, the Company has not declared / paid dividend. Further, the Company was not required to transfer any amount of unpaid/ unclaimed dividend to the Investor Education and Protection Fund in accordance with Section 125 of the Act

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

During the financial year ended on March 31, 2018, there was no retirement/filing up of casual vacancies of the directors. Further, there was no appointment/ re-appointment/ retirement / filing up of casual vacancies of Key Managerial Personnel during the year.

13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

During the financial year ended on March 31, 2018, the Company has not made any reappointment or filling up of casual vacancies of auditors as per the provisions of Section 139 of the Act.

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

15. acceptance/ renewal/ repayment of deposits;

During the financial year ended on March 31, 2018, the Company has not made any acceptance/ renewal/ repayment of deposits.



CHANDRASEKARAN ASSOCIATES

Continuation.....

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

During the financial year ended on March 31, 2018, the Company has not made any borrowings from its directors, members and public financial institutions. Further, there was no requirement for creation and modification of charge in that respect.

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

During the financial year ended on March 31, 2018, the Company has not given any guarantee or provided any security to other persons falling under the provisions of section 186 of the Act.

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

The Company has not made any alteration of the Memorandum of Association and/or Articles of Association of the Company.

For **Chandrasekaran Associates**
Company Secretaries



Lakhan Gupta
Partner

Membership No. A36583
Certificate of Practice No. 13725

Place: New Delhi

Date: 17/10/2018

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

1. In the subsidiaries appearing at serial number 10, the Company's holding is more than 50% of the total paid- up share capital.
2. The percentage of shares held represents aggregate % of shares held by the Company and/or its subsidiaries.

Network18 Media & Investments Limited

(CIN - L65910MH1996PLC280969)

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V. TURNOVER AND NET WORTH OF THE COMPANY (AS DEFINED IN THE COMPANIES ACT, 2013)

(i) Turnover

Turnover of Rs.80,26,27,913 includes Goods and Service Tax of Rs. 9,90,02,255.

(ii) Calculation of Net worth as on March 31, 2018

Particulars	Amount in Rs.
Aggregate Value of paid up share capital (Equity Share Capital and Preference Share Capital)	523,47,42,595
Less: Accumulated Loss	(1,393,59,88,682)
Securities Premium Account	3,338,63,18,133
Total	2,468,50,72,046

Notes:

(i) In calculation of net worth, other comprehensive income, is not included, as it is not mentioned in the definition of net worth as provided under Section 2(57) of the Companies Act, 2013, in as much as it is not even a free reserve under the Companies Act, 2013.

VI(a). SHAREHOLDING PATTERN- PROMOTERS

SHAREHOLDING OF PROMOTERS/ PROMOTER GROUP

Sr. No.	Name of Shareholders	Address of Shareholders	Number of Equity Shares held	% age of shares held
1	RB Mediasoft Private Limited	9 th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021	12,75,60,417	12.18
2	RB Media Holdings Private Limited	9 th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021	12,75,28,586	12.18
3	Adventure Marketing Private Limited	9 th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021	12,75,28,287	12.18
4	Colorful Media Private Limited	9 th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021	12,75,28,287	12.18
5	Watermark Infratech Private Limited	9 th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021	12,75,28,287	12.18
6	RRB Mediasoft Private Limited	9 th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021	10,85,15,123	10.36
7	Teesta Retail Private Limited	4 th Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai-400 002	1,93,78,601	1.85
8	Reliance Industries Limited*	3 rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021	-	-
9	RB Holdings Private Limited*	9 th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021	-	-
10	Reliance Industrial Investments and Holdings Limited*	9 th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021	-	-

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Sr. No.	Name of Shareholders	Address of Shareholders	Number of Equity Shares held	% age of shares held
11	Independent Media Trust (Held in the name of its trustee Sanchar Content Private Limited)	3 rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021	1,96,43,801	1.88
Total			78,52,11,389	75.00

* These entities forms part of the Promoters/Promoters group, however currently they do not hold any share in the Company.

- Shareholders listed above are promoters as per disclosure received under Regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as on March 31, 2018.

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VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	16	11*
Members (Other than promoters)	73,408	65,520
Debenture holders	0	0

Note: Difference in number of promoters at the beginning of the year and at the end of the year is because of consolidation of folios based on Permanent Account Number (PAN).

IX. B/D – BOARD MEETINGS / ATTENDANCE OF DIRECTORS

Directors who had attended the Board/ Committee Meetings through tele-conference had been shown as present in the meeting. However, presence of such directors has not been considered for the purpose of determining requisite quorum for the meeting.

Requisite quorum was present in all the Board/ Committee meetings held during financial year 2017-18.

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(Amount in Rupees)

Sr. No.	Name	Designation	Gross Salary	Commission	Stock option/ Sweat Equity	Others*	Total Amount
1	Mr. Adil Zainulbhai	Director	-	-	-	14,00,000	14,00,000
2	Mr. Deepak Shantilal Parekh	Director	-	-	-	8,00,000	8,00,000
3	Mr. Dhruv Subodh Kaji	Director	-	-	-	12,00,000	12,00,000
4	Mr. Rajiv Krishan Luthra	Director	-	-	-	6,00,000	6,00,000
5	Mr. P.M.S. Prasad	Director	-	-	-	7,00,000	7,00,000
6	Ms. Jyoti Deshpande ¹	Director	-	-	-	1,00,000	1,00,000
7	Ms. Nirupama Rao	Director	-	-	-	5,00,000	5,00,000
8	Mr. K.R. Raja ²	Director	-	-	-	4,00,000	4,00,000
9	Mr. Prasoon Joshi ³	Director	-	-	-	3,00,000	3,00,000
	Total					60,00,000	60,00,000

*Denotes sitting fees paid to the Directors of the Company for attending the meetings of the Board and its Committees

¹Appointed as Director of the Company w.e.f. March 21, 2018

²Ceased as Director of the Company w.e.f. March 21, 2018

³Ceased as Director of the Company w.e.f. September 13, 2017

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