

ibn18 BROADCAST LIMITEDRegistered Office: 503, 504 & 507, 5th Floor, 'Mercantile House', 15, Kasturba Gandhi Marg, New Delhi-110001

Corporate Office: Express Trade Tower, Plot No.15 & 16, Sector 16A, Noida-201301 (U.P.)

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholder(s),

Notice is hereby given, pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001 to the shareholders of ibn18 Broadcast Limited to consider and, if thought fit, to pass the resolutions as contained in this notice by way of Postal Ballot.

The proposed resolutions and the explanatory statements thereto, as required under the provisions of the Companies Act, 1956, along-with a Postal Ballot Form ("Form") are enclosed with this Notice for your consideration. This Notice is being sent to all the members whose name appears in the Register of Members of the Company as on Friday, December 10, 2010.

The Company has appointed Mr. Anil K. Bhayana, a Practicing Company Secretary, as Scrutinizer and Mr. Pankaj Kumar, Corporate Advisor, as Alternate Scrutinizer (herein after referred as "Scrutinizer") for conducting the postal ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed on the Form and return the same duly completed and signed, in the attached self addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 05:00 P.M. on Monday, January 17, 2011 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the member. Upon completion of the scrutiny of the Forms, the Scrutinizer shall submit his report to the Company. The result of the Postal Ballot will be announced on Tuesday, January 18, 2011 at 05:00 P.M. at the Registered Office of the Company and will be published in English and Hindi newspapers in Delhi after such announcement.

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

"RESOLVED THAT pursuant to the provisions of Section 100 and other applicable provisions, if any, of the Companies Act, 1956 and Articles of Association of the Company and subject to obtaining such approvals, consents, permissions and sanctions as may be required and subject to the sanction of the Scheme of Arrangement among the Company, Network18 Media & Investments Limited, Television Eighteen India Limited, Web18 Software Services Limited, IBN18 Media & Software Services Limited, inews.com Limited, Care Websites Private Limited, Television Eighteen Commoditiescontrol.com Limited, RVT Investments Private Limited, Network18 India Holdings Private Limited and their respective shareholders and creditors under Sections 391 to 394 read with section 78 and 100 to 103 and other applicable provisions of the Companies Act, 1956, if any (hereinafter referred to as the "Scheme"), which has already been approved by the Board of Directors at their meeting held on July 7, 2010 and subject to confirmation of the Hon'ble High Court of Delhi (the

"Court") and further subject to such conditions as may be prescribed while granting such approvals, consents, permissions, sanctions and confirmation which the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee which the Board of Directors of the Company may have constituted or may thereafter constitute and/ or any Director or any individual or individuals delegated with the powers necessary for the purpose) of the Company may agree and accept, the consent of the members of the Company be and is hereby accorded that the capital reserves account and/ or securities premium account be written off in accordance with the provisions of the Scheme upto such amount as may be deemed necessary by the Board while implementing the Scheme.

RESOLVED FURTHER THAT Mr. Raghav Bahl, Director, Mr. Sanjay Ray Chaudhuri, Director, Mr. Gurdeep Singh Puri, General Manager – Finance, Mr. Hitesh Kumar Jain, AGM Corporate Affairs & Company Secretary and Mr. Pradeep Tahiliani, Authorised Signatory of the Company be and are hereby severally authorized to take such steps, including directions for settling any questions or difficulties that may arise, prepare and finalize Form of Minutes and do all acts, deeds, matters and things of whatsoever nature connected with the aforesaid matter or any other matter incidental or ancillary thereto."

2. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 269 read with Schedule XIII of the Companies Act, 1956 as amended from time to time and other applicable provisions, if any, of the Companies Act, 1956, Mr. Saikumar Ganapathy Balasubramanian be and is hereby appointed as Manager of the Company for a period of three years effective from October 26, 2010, without taking any remuneration from the company.

RESOLVED FURTHER THAT Mr. Raghav Bahl and Mr. Sanjay Ray Chaudhuri, Directors and Mr. Gurdeep Singh Puri, General Manager – Finance and Mr. Hitesh Kumar Jain, AGM Corporate Affairs & Company Secretary of the Company be and are hereby severally authorized to sign, seal, execute and file necessary papers, deeds and other documents to be filed with the Office of the Registrar of Companies, NCT of Delhi & Haryana, and/or to any other concerned authority, if any and to do any act, deeds, things and matters connected with the aforesaid matter or any other matter incidental or ancillary thereto."

For ibn18 Broadcast Limited**Sd/-**Date: December 9, 2010
Place: Noida**Hitesh Kumar Jain**
AGM—Corporate Affairs
& Company Secretary

**EXPLANATORY STATEMENT UNDER SECTION
173 (2) OF THE COMPANIES ACT, 1956**

Item 1

Your Company has entered into a Scheme of Arrangement ("Scheme") involving demerger of "News Business Undertaking" of the Television Eighteen India Limited ("TV18") into the Company and merger of IBN18 Media & Software Limited and iNews.com Limited into the Company.

Clause 9.2 and 16 of the Scheme provides that the difference between the assets and liabilities, which will arise on the transfer of News Business Undertaking of TV18 into the Company and merger of IBN18 Media & Software Limited and iNews.com Limited into the Company shall be adjusted against the capital reserve/ securities premium account of the Company. Such reduction of capital (capital reserve/ securities premium account) forms an integral part of the Scheme and should be read in the context of whole Scheme and not on stand alone basis.

In accordance with the provisions of Section 78 and 100 of the Companies Act, 1956, reduction of share capital includes reduction of securities premium account and requires approval of the shareholders by way of a special resolution.

For the sake of clarity, it is specified that the reduction of the capital reserve/ securities premium account does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid up share capital, hence the interest of the creditors of the Company are not affected in any way. The proposed adjustment would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.

Further Article 6 of the Articles of Association of the Company permits the Company to reduce its share capital/ share premium account. The reduction of share capital will be subject to the approval of the Hon'ble High Court of Delhi at New Delhi as part of the Scheme or otherwise.

The aforesaid Scheme is being placed for consideration of the equity shareholders of the Company at their meeting to be convened as per the directions of the Hon'ble High Court of Delhi vide its order dated November 19, 2010, however as a part of good corporate governance practice, your approval is being separately sought by voting by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001.

None of Directors of the Company has any concern or interest in this item of business except to the extent of their shareholding in the Company.

Your Directors recommend that resolution be passed by the shareholders as special resolution.

Item 2

Pursuant to the provisions of Sections 269 read with Schedule XIII of the Companies Act, 1956 as amended from time to time and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors of the Company, at their meeting held on October 26, 2010 had appointed Mr. Saikumar Ganapathy Balasubramanian as the Manager of the Company for a period of three years effective from October 26, 2010.

Brief Profile:

Mr. Saikumar Ganapathy Balasubramanian, 36 years, leads management teams across group companies and works closely with business heads to optimize business value and revenue generation. He is a core member of the group's business strategy team and through his decade long stint has been responsible for providing operational leadership and enabling stellar organic growth across the group's market leading brands. Mr. Saikumar also plays an integral role in the various inorganic forays of the group across business verticals. Prior to joining the Network18 Group, Mr. Saikumar was with the Times of India Group, where he worked with Times Music, Times Retail and Times FM. He holds an MBA in Marketing and an undergraduate degree in Statistics.

The Board is of the opinion that the Company will definitely get benefited from the enriched expertise and knowledge of Mr. Saikumar during his association with the Company as Manager. He shall not be drawing any salary / remuneration in the capacity as Manager of the Company.

The aforesaid appointment was subject to the approval of shareholders of the Company and therefore your approval is being sought by voting by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001

Your Directors recommend that resolution be passed by the shareholders as an ordinary resolution.

None of Directors of the Company has any concern or interest in this item of business except to the extent of their shareholding in the Company.

This explanation together with the accompanying Notice may be regarded as an abstract and memorandum under Section 302 of the Companies Act, 1956.

For ibn18 Broadcast Limited

Sd/-
Date: December 9, 2010 **Hitesh Kumar Jain**
Place: Noida **AGM-Corporate Affairs**
& Company Secretary