

WATERMARK INFRATECH PRIVATE LIMITED

Regd. Off. 403, Prabhat Kiran, 17, Rajendra Place, New Delhi – 110 008

August 5, 2012

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

BSE Limited
P J Towers
Dalal Street,
Mumbai – 400 001

Sub: Disclosure under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

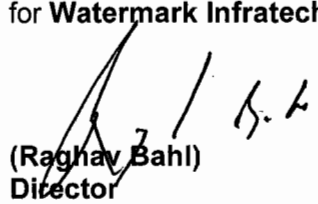
Dear Sir,

Please find enclosed herewith the report in the prescribed format in terms of Regulations 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of acquisition proposed to be made under Regulation 10(1)(a)(iii).

You are requested to take the above information on record.

Thanking you

Yours faithfully,
for **Watermark Infratech Private Limited**


(Raghav Bahl)
Director

Enclosed as Above

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Network18 Media & Investments Limited
2.	Name of the acquirer(s)	Watermark Infratech Private Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes the acquirer is a promoter group of the TC prior to the transaction.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	-RB Holdings P Ltd. -Raghav Bahl -RB Investments P Ltd -Ritu Kapur
	b. Proposed date of acquisition	13 th August 2012 to 17 th August 2012
	c. Number of shares to be acquired from each person mentioned in 4(a) above	RB Holdings Pvt. Ltd. - 4,830,480 Raghav Bahl - 2,574,390 RB Investments Pvt. Ltd- 746,290 Ritu Kapur - 127,020 Total - 8,278,180
	d. Total shares to be acquired as % of share capital of TC	5.65%
	e. Price at which shares are proposed to be acquired	Rs. 5/- per share, face Value
	f. Rationale, if any, for the proposed transfer	Inter-se Promoter Transfer
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(iii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Rs. 34.60 /—
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-	N.A.

R, / S.H

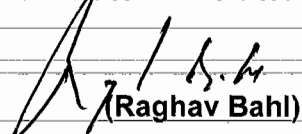
	regulation (2) of regulation 8.				
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	YES, Declaration enclosed.			
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	YES, Declaration enclosed.			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Conditions applicable for the proposed acquisition has been duly complied with.			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares / voting rights	% w.r.t total share capital of TC	No. of shares / voting rights	% w.r.t total share capital of TC
	Acquirer(s) – Watermark Infratech Pvt. Ltd. and PAC/Promoter Group*(other than seller)	500	0.00%	8,278,680	5.65%
		70,785,089	48.30%	70,790,089	48.30%
	Each Seller / Transferor #				
	– RB Holdings Private Limited	36,826,612	25.13%	0	0.00%
	– Raghav Bahl	12,871,972	8.78%	0	0.00%
	– RB Investments Pvt. Ltd.	3,731,454	2.55%	0	0.00%
	– Ritu Kapur	643,508	0.4415%	8409	0.005%

* List of PAC/Promoter Group is enclosed

Place: Noida

Date: August 5, 2012

for Watermark Infratech Pvt. Ltd.


(Raghav Bahl)
Director

WATERMARK INFRA TECH PRIVATE LIMITED

Regd. Off. 403, Prabhat Kiran, 17, Rajendra Place, New Delhi – 110 008

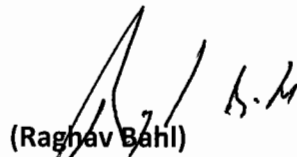
DECLARATION BY THE ACQUIRER

This is to confirm and declare that the proposed transfer of 8,278,180 equity shares of Rs.5/- each of Network18 Media & Investments Limited as detailed below shall not be higher by more than 25% of the Volume Weighted Average Market Price for a period of 60 trading days preceeding the date of issue of this notice as traded on the Stock Exchange where the maximum volume of trading in the shares of the Company is recorded.

Name	Total Pre-Share holding	Shares Acquisition	Total Post-Shareholding
Ms. Watermark Infratech Private Limited (Transferee)	500	8,278,180	8,278,680
-RB Holdings Private Limited	36,826,612	Nil	0
-Raghav Bahl	12,871,972		0
-RB Investments Pvt. Ltd.	3,731,454		0
-Ritu Kapur (Transferors)	643,508		8409

I/We further confirm that the transferor and transferee have complied/will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997).

for **Watermark Infratech Pvt. Ltd.**


(Raghav Bahl)
Director

NETWORK18 MEDIA & INVESTMENTS LIMITED					
Shareholding of "Promoter and Promoter Group"					
Sr.No	Name of the Shareholder	Pre-Proposed Transaction		Post-Proposed Transaction	
		No. of Shares held	As a % of total capital	No. of Shares held	As a % of total capital
1	RB HOLDINGS PRIVATE LIMITED	36826612	25.13	0	0.00
2	NETWORK18 GROUP SENIOR PROFESSIONAL WELFARE TRUST (held in the name of Its Trustee Mr. R D S Bawa)	15922729	10.86	15922729	10.86
3	RAGHAV BAHL	12734764	8.69	0	0.00
4	RB INVESTMENTS PRIVATE LIMITED	3731454	2.55	0	0.00
5	RITU KAPUR	641342	0.44	8409	0.01
6	TV 18 EMPLOYEES WELFARE TRUST	568407	0.39	568407	0.39
7	VANDANA MALIK	87566	0.06	87566	0.06
8	RAGHAV BAHL	86995	0.06	0	0.00
9	NETWORK 18 EMPLOYEES WELFARE TRUST	59878	0.04	59878	0.04
10	SUBHASH BAHL	58818	0.04	58818	0.04
11	RAGHAV BAHL	50213	0.03	0	0.00
12	VANDANA MALIK	7145	0.0049	7145	0.0049
13	RB MEDIASOFT PRIVATE LIMITED	5000	0.0034	8283180	5.6518
14	RRB MEDIASOFT PRIVATE LIMITED	5000	0.0034	12679195	8.6512
15	RITU KAPUR	2166	0.0015	0	0.0000
16	WATERMARK INFRA TECH PRIVATE LIMITED	500	0.0003	8278680	5.6487
17	COLORFUL MEDIA PRIVATE LIMITED	500	0.0003	8278680	5.6487
18	ADVENTURE MARKETING PRIVATE LIMITED	500	0.0003	8278680	5.6487
19	RB MEDIA HOLDINGS PRIVATE LIMITED	500	0.0003	8278722	5.6487
20	MANJU KAPUR	0	0.00	0	0.00
21	PRAMOD KAPUR	0	0.00	0	0.00
22	INFOMEDIA 18 LIMITED	0	0.00	0	0.00
23	BIG TREE ENTERTAINMENT PRIVATE LIMITED	0	0.00	0	0.00
24	DIGITAL 18 MEDIA LIMITED	0	0.00	0	0.00
25	e-EIGHTEEN.COM LIMITED	0	0.00	0	0.00
26	MONEYCONTROL.DOT.COM INDIA LIMITED	0	0.00	0	0.00
27	BK MEDIA PRIVATE LIMITED	0	0.00	0	0.00
28	KEYMAN FINANCIAL SERVICES PRIVATE LIMITED	0	0.00	0	0.00
29	NETWORK18 PUBLICATIONS LIMITED	0	0.00	0	0.00
30	RB SOFTWARE PRIVATE LIMITED	0	0.00	0	0.00
31	RRB INVESTMENTS PRIVATE LIMITED	0	0.00	0	0.00
32	RVT SOFTECH PRIVATE LIMITED	0	0.00	0	0.00
33	CAPITAL18 FINCAP PRIVATE LIMITED (EARLIER VT HOLDINGS PVT.LTD.	0	0.00	0	0.00
34	VT SOFTECH PRIVATE LIMITED	0	0.00	0	0.00
35	RRK FINHOLD PRIVATE LIMITED	0	0.00	0	0.00
36	RVT FINHOLD PRIVATE LIMITED	0	0.00	0	0.00
37	VT MEDIA PRIVATE LIMITED	0	0.00	0	0.00
38	E - 18 LIMITED	0	0.00	0	0.00
39	WEB18 HOLDINGS LIMITED	0	0.00	0	0.00
40	NIRLAB MEDIA PRIVATE LIMITED	0	0.00	0	0.00
41	WS MEDIA VENTURES PRIVATE LIMITED	0	0.00	0	0.00
42	TV18 BROADCAST LIMITED	0	0.00	0	0.00
43	SETPRO18 DISTRIBUTION LIMITED	0	0.00	0	0.00
44	NEWSWIRE18 LIMITED	0	0.00	0	0.00
45	TV18 HOME SHOPPING NETWORK LIMITED	0	0.00	0	0.00
46	TELEVISION EIGHTEEN MEDIA AND INVESTMENTS LIMITED	0	0.00	0	0.00
47	BK HOLDINGS LIMITED	0	0.00	0	0.00
48	TELEVISION EIGHTEEN MAURITIUS LIMITED	0	0.00	0	0.00
49	TV18 HSN HOLDINGS LIMITED	0	0.00	0	0.00
50	NAMONO INVESTMENTS LIMITED	0	0.00	0	0.00
51	RVT HOLDINGS PRIVATE LIMITED	0	0.00	0	0.00
52	COLOSCEUM MEDIA PRIVATE LIMITED	0	0.00	0	0.00
53	STARGAZE ENTERTAINMENT PRIVATE LIMITED	0	0.00	0	0.00
54	WEBCHUTNEY STUDIO PRIVATE LIMITED	0	0.00	0	0.00
55	GREYCELLS18 MEDIA LIMITED	0	0.00	0	0.00
56	CAPITAL18 LIMITED, MAURITIUS	0	0.00	0	0.00
57	CAPITAL18 ACQUISITION CORP	0	0.00	0	0.00
58	RRK HOLDINGS PRIVATE LIMITED	0	0.00	0	0.00
59	RRK MEDIA PRIVATE LIMITED	0	0.00	0	0.00
60	BRR SECURITIES PRIVATE LIMITED	0	0.00	0	0.00
61	BK MEDIA MAURITIUS PRIVATE LIMITED	0	0.00	0	0.00
62	WEB18 SECURITIES PRIVATE LIMITED	0	0.00	0	0.00
63	NETWORK18 HOLDINGS LIMITED, CAYMAN ISLANDS	0	0.00	0	0.00
64	TV18 UK LIMITED	0	0.00	0	0.00
65	WEB18 SOFTWARE SERVICES LIMITED	0	0.00	0	0.00
66	GLOBAL BROADCAST EMPLOYEES WELFARE TRUST	0	0.00	0	0.00
67	IBN18 TRUST	0	0.00	0	0.00
68	MST VIDUR BAHL	0	0.00	0	0.00
69	MISS TARA BAHL	0	0.00	0	0.00
70	MR SANDEEP KAPUR	0	0.00	0	0.00
	TOTAL	70790089	48.30	70790089	48.30

Ag / S.H