

WATERMARK INFRA TECH PRIVATE LIMITED

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

October 19, 2012

Bombay Stock Exchange Limited
P J Towers, Dalal Street
Mumbai - 400 001

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

Sub.: Disclosure under Regulation 29(1) and 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir

Please find enclosed herewith the details in the prescribed format in term of Regulations 29(1)/ 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of acquisition of the Equity Shares under the Rights Issue of Network18 Media & Investments Limited.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For Watermark Infratech Private Limited


Director

C C To : Network18 Media & Investments Limited
503, 504 & 507, 5th Floor, Mercantile House
15, Kasturba Gandhi Marg
New Delhi – 110 001

**DISCLOSURES UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND
TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	Network18 Media & Investments Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Watermark Infratech Private Limited *		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited National Stock Exchange of India Limited		
5. Details of the acquisition of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	8278680	5.65	5.65
b) Voting rights (VR) otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
Total (a+b+c)	8278680	5.65	5.65
Details of acquisition			
a) Shares carrying voting rights acquired	119249607	11.40	11.40
b) VRs acquired otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	-	-	-
Total (a+b+c)	119249607	11.40	11.40
After the acquisition, holding of:			
a) Shares carrying voting rights	127528287	12.19	12.19
b) VRs otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other			

instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition #	-	-	-
Total (a+b+c)	127528287	12.19	12.19
6. Mode of acquisition (e.g. open market / public issue / rights issue / ~~preferential allotment~~ / inter-se transfer, etc.)	Acquisition of Shares in Rights Issue		
7. ~~Date of acquisition of/~~ date of receipt of intimation of allotment of shares ~~/VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.~~	October 17, 2012		
8. Equity share capital / total voting capital of the TC before the said acquisition	146,559,272		
9. Equity share capital/ total voting capital of the TC after the said acquisition	1,046,433,202		
10. Total diluted share/voting capital of the TC after the said acquisition	1,046,433,202		

Note:

(*) Please refer to Annexure – A for shareholding of Promoter & Promoter Group.

(#) We have not considered 18,691,585 Secured Optionally Fully Convertible Debentures of Rs.160.50 each (SOFCDs) of Rs.160.50 as holders thereof have provided an irrevocable undertaking dated February 29, 2012 that they (i) shall not exercise the option for conversion of SOFCDs into Equity Shares and (ii) shall not transfer the SOFCDs.

For Watermark Infratech Private Limited


Director

Place: Noida

Date: October 19, 2012

Statement of holding of "Promoter and Promoter Group"							Annexure-A	
Sr.No	Name of the Shareholder	Pre Issue		Post Issue		Issue		
		No. of Shares held Pre Rights	As a % of total Equity Shares (Pre Issue)	No. of Shares held Post Rights	As a % of total Equity Shares(Post Issue)	No. of Shares Acquired in Rights	As a % of total Equity Shares (post Rights)	
1	RRB MEDIASOFT PRIVATE LIMITED	12679195	8.65	108515123	10.37	95835928	9.16	
2	RB MEDIASOFT PRIVATE LIMITED	8283180	5.65	127560417	12.19	119277237	11.40	
3	RB MEDIA HOLDINGS PRIVATE LIMITED	8278722	5.65	127528586	12.19	119249864	11.40	
4	WATERMARK INFRA TECH PRIVATE LIMITED	8278680	5.65	127528287	12.19	119249607	11.40	
5	COLORFUL MEDIA PRIVATE LIMITED	8278680	5.65	127528287	12.19	119249607	11.40	
6	ADVENTURE MARKETING PRIVATE LIMITED	8278680	5.65	127528287	12.19	119249607	11.40	
7	NETWORK18 GROUP SENIOR PROFESSIONAL WELFARE TRUST (held in the name of its Trustee)	15922729	10.86	15922729	1.52	0	0.00	
8	VANDANA MALIK	94711	0.06	676236	0.06	581525	0.06	
9	TV 18 EMPLOYEES WELFARE TRUST	568407	0.39	568407	0.05	0	0.00	
10	SUBHASH BAHL	58818	0.04	419960	0.04	361142	0.03	
11	RITU KAPUR	8409	0.01	60040	0.01	51631	0.00	
12	NETWORK 18 EMPLOYEES WELFARE TRUST	59878	0.04	59878	0.01	0	0.00	
	Total	70790089	48.30	763896237	73.00	693106148	66.24	

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October 19, 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
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Sub: Disclosure under Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992.

Dear Sir,

We are enclosing herewith the report in the prescribed format in terms of 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992 in respect of acquisition of equity shares under the Rights Issue of Network18 Media & Investments Limited.

You are requested to take the above information on record.

Thanking you

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


Director

CCTO:
Network18 Media & Investments Limited
503, 504 & 507, 5th Floor,
'Mercantile House',
15 Kasturba Gandhi Marg,
New Delhi-110001

Enclosed as Above

WATERMARK INFRATECH PRIVATE LIMITED

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FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulation 13(4), 13(4A) and 13(6)]

Regulation 13(4A)- Details of change in shareholding or voting rights held by Director or officer and his dependents or Promoter or person who is part of Promoter Group of a Listed Company.

Name of the Target Company	Network18 Media & Investments Limited
Name PAN No.& Address of Promoter Person who is part of Promoter Group / Director or Officer	Watermark Infratech Private Limited PAN No. AABCW0459M 403, Prabhat Kiran, 17 Rajendra Place New Delhi – 110 008
No. & % of Shares / Voting rights held by the Promoter /Person who is part of Promoter Group / ~~Director /Officer~~ -(Prior to Acquisition)	8,278,680 Equity Shares (5.65%)
Date of receipt of allotment advice / acquisition/sale of shares / voting rights	October 17, 2012
Date of intimation to Company	October 19, 2012
Mode of acquisition/ ~~Sale~~ -(market purchase/sale /public/rights/preferential offer etc.)	Acquisition under Rights Issue
No. & % of shares /voting rights post acquisition/ sale	127,528,287 Equity Shares (12.19%)
Trading member through whom the trade was executed with SEBI Registration no. of the TM	N.A.
Stock Exchange on which the trade was executed	N.A.
Buy quantity	119,249,607 Equity Shares (11.40%)
Buy Value	Rs.3,577,488,210/-
Sell Quantity	-
Sell Value	-

*Please refer to enclosed details of Promoter & Promoter Group Shareholding-Annexure A

Place: Noida

Date: October 19, 2012

for Watermark Infratech Private Limited


Director

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