

January 15, 2017

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

BSE Limited
Department of Corporate Services- Listing
P J Towers
Dalal Street
Mumbai – 400 001

Trading Symbol: **NETWORK18**

SCRIP CODE: **532798**

Sub: Outcome of the Board Meeting – Scheme of Amalgamation

Dear Sir,

We would like to inform you that the Board of Directors of Network18 Media & Investments Limited (the "Company") at its meeting held on January 14, 2017, on the recommendation of the Audit Committee, approved the Scheme of Amalgamation of the following direct or indirect wholly owned subsidiaries of the Company namely:

(1) Colosseum Media Private Limited, (2) Digital18 Media Limited, (3) Capital18 Fincap Private Limited, (4) RVT Finhold Private Limited, (5) RRB Finhold Private Limited, (6) RRB Investments Private Limited, (7) Setpro18 Distribution Limited, (8) Reed Infomedia India Private Limited, (9) Web18 Software Services Limited, (10) Television Eighteen Media and Investments Limited, (11) Television Eighteen Mauritius Limited, (12) Web18 Holdings Limited, (13) E-18 Limited and (14) Network18 Holdings Limited, into Network18 Media & Investments Limited with appointed date as April 01, 2016, under the applicable provisions of the Companies Act, 2013.

The said Scheme of Amalgamation is subject to receipt of further approvals of the Central Government and / or National Company Law Tribunal and / or Stock Exchanges and/or Securities and Exchange Board of India and/or Shareholders and/or Lenders/ Creditors and/or such other competent authority(ies), as may be required under the extant applicable provisions of the law.

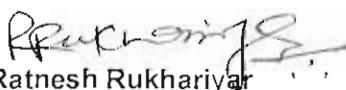
In this respect, disclosures of information required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed at **Annexure A**.

This is for your information and records.

Thanking you,

Yours faithfully,

For **Network18 Media & Investments Limited**



Ratnesh Rukhariyar
Group Company Secretary

Encl. As Above

Network18 Media & Investments Limited

(CIN - L65910MH1996PLC280969)

Corp. office: Express Trade Tower, Plot No. 15-16, Sector 16A, Noida, Uttar Pradesh- 201 301, India
T +91 120 434 1818, F +91 120 432 1707

Regd. office: First Floor, Empire Complex, 414- Senopoli Bopal Marg, Lower Parel, Mumbai-400013
T +91 22 40019000, F +91 22 6654 6925 W www.network18online.com E: investors.n18@nw18.com

Disclosure of information pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015

a) Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover etc.:

Transferor Companies:

1. Colosseum Media Private Limited;
2. Digital18 Media Limited
3. Capital18 Fincap Private Limited;
4. RVT Finhold Private Limited;
5. RRK Finhold Private Limited;
6. RRB Investments Private Limited;
7. Setpro18 Distribution Limited;
8. Reed Infomedia India Private Limited;
9. Web18 Software Services Limited;
10. Television Eighteen Media and Investments Limited;
11. Television Eighteen Mauritius Limited;
12. Web18 Holdings Limited;
13. E-18 Limited; and
14. Network18 Holdings Limited

Transferee Company: Network18 Media & Investments Limited

Brief details of each of the Transferor Companies and the Transferee Company are as under:

(Rs. in lakhs except for Transferor Companies 10,11,12,13 & 14)

Name of the Company	Equity Paid-up Capital as on March 31, 2016	Net Worth as on March 31, 2016	Total Revenue (including other income) for the year ended March 31,2016
Network18 Media & Investments Limited (Transferee Company)	52,347.43	2,62,336.86	7,630.92
Colosseum Media Private Limited (Transferor Company 1)	117.65	1,522.26	5,780.83
Digital18 Media Limited (Transferor Company 2)	5.00	(4,519.67)	2,381.11
Capital18 Fincap Private Limited (Transferor Company 3)	1.00	1,732.50	1,911.74
RVT Finhold Private Limited (Transferor Company 4)	1.00	(468.07)	0.26
RRK Finhold Private Limited (Transferor Company 5)	1.00	(609.50)	50.60
RRB Investments Private Limited (Transferor Company 6)	1.00	(1,992.05)	-

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Name of the Company	Equity Paid-up Capital as on March 31, 2016	Net Worth as on March 31, 2016	Total Revenue (including other income) for the year ended March 31, 2016
Setpro18 Distribution Limited (Transferor Company 7)	34.00	(162.65)	96.46
Reed Infomedia India Private Limited (Transferor Company 8)	1,000.00	1.10	-
Web18 Software Services Limited (Transferor Company 9)	49.15	(379.14)	11.61
Television Eighteen Media and Investments Limited* (Transferor Company 10)	1,00,001	4,34,92,130	60
Television Eighteen Mauritius Limited* (Transferor Company 11)	1,22,95,000	38,02,393	1,04,221
Web18 Holdings Limited* (Transferor Company 12)	4,22,503	3,46,09,095	44
E-18 Limited* (Transferor Company 13)	2,07,870	1,26,53,365	42,667
Network18 Holdings Limited* (Transferor Company 14)	15,00,000	(1,81,56,064)	3,77,350

* Amount in US Dollars

- b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms' length"?

The Transferor Companies are direct or indirect wholly owned subsidiaries, of the Transferee Company. Therefore, they are related parties but the Transferee Company shall not be required to issue any shares or pay any consideration to the Transferor Companies or to its shareholders.

- c) Area of business of the entity(ies):

Transferee Company

Network18 Media & Investments Limited is the group holding company and has presence in several media and entertainment businesses directly and through its subsidiaries like general news channels in Hindi, English and other regional languages, business news channels in Hindi, English and Gujarati, general entertainment channels in Hindi, English and other regional languages, factual entertainment channels, printing and publishing magazines, digital business, content creation and production business and digital commerce business.

Transferor Companies

Colosseum Media Private Limited is engaged in the business of conceptualization and creation of multimedia assets and IPs. It offers content development capabilities for television and film entertainment.

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Digital18 Media Limited is engaged in the business of printing and publishing business magazine.

Capital18 Fincap Private Limited is engaged in the business of investment and to carry on financial operations, trading business and commercial services.

RVT Finhold Private Limited is engaged in the business of investment, trading and commercial services.

RRK Finhold Private Limited is engaged in the business of investment, trading and commercial services.

RRB Investments Private Limited is engaged in the business of investment, trading and commercial services.

Setpro18 Distribution Limited is engaged in the business of investment, trading and commercial services.

Reed Infomedia India Private Limited was incorporated to carry on the business of printers and publishers of journals, magazines, etc.

Web18 Software Services Limited was incorporated to carry business of providing/operating Internet services, web based electronic commerce and other allied services.

Television Eighteen Media and Investments Limited is a foreign company situated in Mauritius. The Company is engaged in the business of investing in media and digital business.

Television Eighteen Mauritius Limited is a foreign company situated in Mauritius. The Company is engaged in the business of investing in media and digital business.

Web18 Holdings Limited is a foreign company situated in Mauritius. The Company is engaged in the business of investing in media and digital business.

E-18 Limited is a foreign company situated in Mauritius. The Company is engaged in the business of investing in media and digital business.

Network18 Holdings Limited is a foreign company situated in Mauritius. The Company is engaged in the business of investing in media and digital business.

d) Rationale for amalgamation/ merger:

All Transferor Companies are direct or indirect wholly-owned subsidiaries, of the Transferee Company. In order to consolidate and effectively manage the Transferor Companies and the Transferee Company in a single entity, which will provide several benefits including synergy, economies of scale, attain efficiencies and cost competitiveness, it is intended that the Transferor Companies be amalgamated with Transferee Company. The amalgamation of Transferor Companies with Transferee Company would, *inter alia*, have the following benefits:

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- Rationalizing the group structure by reducing the number of legal entities so as to obtain significant cost savings and / or simplification benefits;
- Rationalization of multiple foreign subsidiaries in the group and ensure optimized legal entity structure more aligned with the business.

e) In case of cash consideration -amount or otherwise share exchange ratio:

Upon the Scheme of Amalgamation taking effect, the entire issued, subscribed and paid-up share capital of the Transferor Companies shall get cancelled and no new shares of the Transferee Company will be issued in lieu thereof, as all the Transferor Companies are wholly-owned subsidiaries of the Transferee Company.

f) Brief details of change in shareholding pattern (if any) of listed entity:

As stated in clause (e) above, no shares of the listed company (i.e. Transferee Company) shall be issued and allotted pursuant to the Scheme of Amalgamation and thus there will be no change in the shareholding pattern of the listed company (Transferee Company).

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