

A K BHAYANA
(Practicing Company Secretary)

H. No. L-48
Sarita Vihar, New Delhi - 110076

Scrutinizer Report

Postal Ballot Notice dated January 16, 2012
of M/s Network18 Media & Investments Limited

February 24, 2012

M/s Network18 Media & Investments Ltd.
503, 504 & 507, 5th Floor, Mercantile House
15, Kasturba Gandhi Marg
New Delhi- 110 001

Dear Sir,

I have scrutinized the Postal Ballot forms received by me till February 23, 2012 on the agenda items of the Notice of the Postal Ballot of M/s Network18 Media & Investments Ltd. (herein after referred as 'the Company') sent pursuant to section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011.

On the basis of the Postal Ballot Forms received by me from the shareholders of the Company, I hereby confirm the following in respect of Items put to vote through the Postal Ballot:

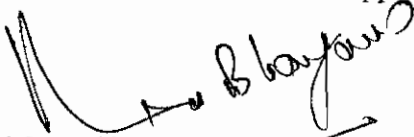
	<i>No. of Postal Ballot Forms</i>	<i>No. of Shares</i>
<i>No. of Total votes recd. By scrutinizer</i>	1110	86268031
<i>Less : Rejected due to technical reason</i>	37	20226
<i>No. of valid votes received</i>	1073	86247805

<i>Sl. No.</i>	<i>Resolution(s)</i>	<i>Assent</i>	<i>Dissent</i>	<i>Total</i>	<i>Assent %</i>	<i>Dissent %</i>
1.	Special Resolution pursuant to Section 81 and 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 approving rights issue of equity shares aggregating to an amount not exceeding Rs.2700 Crores (Rupees Two thousand seven hundred crores only), including share premium.	85376663	871075	86247738	98.99	1.01
2.	Ordinary Resolution pursuant to sections 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 to increase the Authorised Share Capital of the Company from Rs.531 Crores to Rs.936.50 Crores.	85380042	867446	86247488	98.99	1.01
3.	Special Resolution pursuant to Section 372A and other applicable provisions, if any, of the Companies Act, 1956, to approve, ratify and confirm additional loans/investments guarantee in other bodies corporate, in excess of 60 percent of the paid up share capital & free reserves of the Company or 100 percent of the free reserves of the Company, whichever is higher, not exceeding an amount of Rs.1500 Crores.	85372426	875060	86247486	98.99	1.01

4.	Special Resolution under Section 17 and other applicable provisions, if any, of the Companies Act, 1956 approving alteration of the existing object clause of the Memorandum of Association of the Company by inserting new line of businesses.	86193689	53797	86247486	99.94	0.06
5.	Ordinary Resolution under Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, to approve borrowing in excess of the aggregate of the paid up capital of the Company and its free reserves, upto and amount not exceed Rs.1800 Crores (Rupees One thousand eight hundred crores).	85487469	760016	86247485	99.12	0.88
6.	Ordinary Resolution under Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, proving consent to create charges, mortgages, security and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company together with power to take over the management and concern of the Company in certain events in favour of Banks/Financial Institutions, Lender(s) etc.	85488514	758993	86247507	99.12	0.88

Result:

The members have, therefore, approved all the resolutions with overwhelming majority.


A K BHAYANA
 Scrutinizer
 24/02/12